

P98000102505

JAMES R. THIES, SR.  
Attorney at Law

\* Certified Mediator

December 3, 1998

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: RailPlus, Inc.

000002704660--6  
-12/07/98--01101--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation for RailPlus, Inc. as a new Florida corporation along with my firm's check in the amount of \$78.75 as and for your filing fee. Once the Articles of Incorporation have been filed, please return a conformed copy to my office.

Thank you for your cooperation in this matter. Should you have any questions or if we can be of additional assistance, please do not hesitate to contact me or my legal assistant, Lori.

Sincerely,



James R. Thies, Sr.

JRT;lhmm

Enclosures

98 DEC -7 AM 11:08  
SECRETARY OF STATE  
DIVISION OF CORPORATE &...

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC -7 AM 11:08

**ARTICLES OF INCORPORATION**

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is **RailPlus, Inc.**
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. Capital Stock. The corporation is authorized to issue 100 shares, all of one class, at par value.
5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

KRISTYN A. WOLLARD  
3622 Mamaroneck Court  
Green Cove Springs, Florida 32043

6. Initial Board of Directors. This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

PRESIDENT: Kristyn A. Wollard  
3622 Mamaroneck Court  
Green Cove Springs, Florida 32043

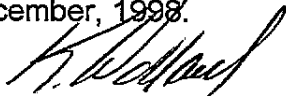
SECRETARY/TREASURER: Ronald D. Wollard  
3622 Mamaroneck Court  
Green Cove Springs, Florida 32043

7. Incorporator(s). The name and address of the Incorporator signing these Articles of Incorporation is:

PRESIDENT: Kristyn A. Wollard  
3622 Mamaroneck Court  
Green Cove Springs, Florida 32043

8. Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of December, 1998.

  
KRISTYN A. WOLLARD, President

### ACCEPTANCE

I certify that I am a permanent resident of Clay County, Florida, whose residential mailing address is 3622 Mamaroneck Court, Green Cove Springs, Florida 32043. I hereby accept the foregoing designation as Resident Agent.

  
KRISTYN A. WOLLARD  
Resident Agent

STATE OF FLORIDA  
COUNTY OF Clay

BEFORE ME, the undersigned authority, this day personally appeared KRISTYN A. WOLLARD, who being first duly sworn, deposes and says, she is the President/Registered Agent named in the foregoing and the facts contained herein are true and correct to the best of her knowledge, information and belief.

Sworn to and subscribed before me this 3<sup>rd</sup> day of December, 1998, by KRISTYN A. WOLLARD. Such person did take an oath and is personally known to me or who produced W463-500-44-675 as identification.

{Notary seal must be affixed}

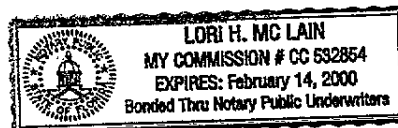
  
SIGNATURE OF NOTARY

Name of Notary (Typed, Printed or Stamped)  
Commission Number: \_\_\_\_\_

[if not legible on seal]

My Commission Expires: \_\_\_\_\_

[if not legible on seal]



FILED  
CLAY COUNTY  
DEPARTMENT OF STATE  
09 DEC -7 AM 11:08