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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**third rail technologies, inc.**

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD RAIL TECHNOLOGIES, Inc.

ARTICLE I

NAME

The name of this corporation is: THIRD RAIL TECHNOLOGIES, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation is: 2801 Florida Avenue, Suite 212,  
Coconut Grove, Florida 33133.

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these  
Articles of Incorporation with the Florida Department of State, Division of Corporations,  
Tallahassee, Florida.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business.

KAMEN & ASSOCIATES, INC.  
7101 S W 102 AVENUE  
MIAMI, FLORIDA 33173  
(305) 275-5299  
(305) 275-1299 fax  
FBN #475486

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**ARTICLE V**

**CAPITAL STOCK**

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7101 S.W. 102 Avenue, Miami, Florida 33173, and the name of the registered agent of this corporation is Cindi Kamen.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director of this corporation is:

David Leventhal: 2801 Florida Avenue, Suite 212, Coconut Grove, Florida 33133.

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: David Leventhal, of 2801 Florida Avenue, Suite 212, Coconut Grove, Florida 33133.

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ARTICLE IX

BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

ARTICLE XI

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of January, 1999.

David Leventhal  
David Leventhal  
Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 8th day of January, 1999.

J. Perkins  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



JESSICA KLENS PERKINS  
My Comm Exp. 5/09/99  
Bonded By Service Inc  
No. CC471037  
My Comm Exp. 5/09/99

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Third Rail Technologies, <sup>Inc.</sup> at place  
 designated in the Articles of Incorporation, <sup>in Article VI,</sup> Cindi Kamen agrees to act in this capacity and agrees to  
 comply with the provisions of Section 48.091, Fla. Stat. (1981) relative to keeping open such office  
 until such time as she shall notify the corporation of her resignation.

DATED in Miami, Dade County, Florida on Jan. 8, 1999

Cindi Kamen

Cindi Kamen  
 Registered Agent

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