

RAIL SERVICES DIVERSIFIED, INC.
3530 SANDBURG ROAD
JACKSONVILLE, FL 32277

P990000063539

July 9, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
7-15-99

200002928932--7
-07/12/99--01113--008
****122.50 *****78.75

RE: RAIL SERVICES DIVERSIFIED, INC.

Enclosed please find the original and one copy of Articles of Incorporation of RAIL SERVICES DIVERSIFIED, INC. Also enclosed is our check in the amount of \$122.50 which includes the Filing Fee of \$35.00, Registered Agent fee of \$35.00 and certified copy of Articles of Incorporation, \$52.50.

Please make the effective date of this corporation July 15, 1999.

Yours truly,


Robert S. Duff

Encls.

rb

FILED
99 JUL 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-15-99

ARTICLES OF INCORPORATION

OF

RAIL SERVICES DIVERSIFIED, INC.

FILED
99 JUL 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be RAIL SERVICES DIVERSIFIED, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:

3530 SANDBURG ROAD
JACKSONVILLE, FL 32277

The mailing address of this corporation shall be:

3530 SANDBURG ROAD
JACKSONVILLE, FL 32277

ARTICLE III EFFECTIVE DATE

The effective date of this corporation shall be July 15, 1999.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares. The shareholders are authorized to issue "Section 1244" stock as defined by Section 1244 of the Internal Revenue Code.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBERT S. DUFF
3530 SANDBURG ROAD
JACKSONVILLE, FL 32277

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ROBERT S. DUFF
3530 SANDBURG ROAD
JACKSONVILLE, FL 32277

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII PURPOSE

The purpose of this corporation is to carry on any legal activity.

The undersigned has(have) executed these Articles of Incorporation this 9th day of July, 1999.

 Pres
Signature/Title

Signature/Title

Signature/Tile

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/agent in the state of Florida.

1. The name of the corporation is: RAIL SERVICES DIVERSIFIED, INC.
2. The name and address of the registered agent and office is:

ROBERT S. DUFF

3530 SANDBURG ROAD

JACKSONVILLE, FL 32277

SIGNATURE



TITLE

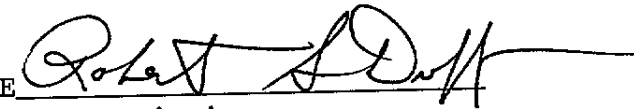
PRESIDENT

DATE

7/9/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

7/9/99

FILED
99 JUL 12 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA