



**CERTIFICATE OF INCORPORATION
OF**

HOFFER RAILROAD CONSULTANTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 7, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

Mar 7 1 12 PM '08
SECRETARY OF STATE

HOFFER RAILROAD CONSULTANTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE: NAME

Hoffer
The name of this corporation is/ Railroad Consultants, Inc.

ARTICLE TWO: DURATION

The corporation is to exist perpetually.

ARTICLE THREE: NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

1. To provide all manner of consulting services to railroad operating companies, to companies providing services and equipment to such companies and to allied industries.

2. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or payment for property acquired and for any of the other objects or purposes of the corporation or its business, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges, of the corporation wherever situated, whether now owned or hereinafter acquired.

3. To acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the property, assets, business and good will of any one or more corporations, associations,

partnerships, either general or limited, firms, syndicates, or individuals, engaged in any business which this corporation is authorized to carry on; to pay for the same in cash, property of its own, or other securities, to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any manner dispose of the whole or any part thereof; and, in connections therewith, ~~to assume or guarantee performance of any liabilities,~~ obligations, or contracts of corporations, associations, partnerships, firms, syndicates, or individuals, and to conduct in any lawful manner, the whole or part of any business permitted under the laws of the United States and of the State of Idaho.

ARTICLE FOUR: CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is five-hundred (500) shares, which shall be all of the same class at a par value of one dollar (\$1.00) per share.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 5920 Randolph Drive, Boise, Idaho 83709. The registered agent at the above address is Laverne A. Hoffer.

ARTICLE SIX: DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names

and addresses of the initial directors of this corporation are:

Lavere A. Hoffer 5920 Randolph Drive, Boise, ID 83709

Katherine Lillis Hoffer 5920 Randolph Drive, Boise, ID 83709

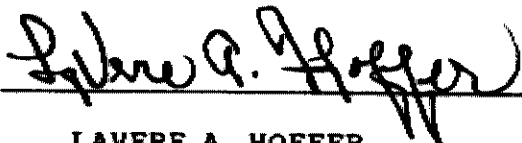
ARTICLE SEVEN: BY-LAWS

The stockholders shall be authorized to adopt by-laws, including therein a provision for replacement of lost or destroyed stock certificates and for a lien upon its stock for stockholders' indebtedness to the corporation, such by-laws not to be inconsistent with the laws of the State of Idaho, and including a provision that the by-laws may be amended, altered or repealed by the Board of Directors or the shareholders of this corporation and a provision that the shareholders, by agreement, may restrict the transfer of encumbrance of any and all of the stock of this corporation.

ARTICLE EIGHT: AMENDMENTS TO ARTICLES OF INCORPORATION

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

IN WITNESS THEREOF, the undersigned subscriber has executed these
Articles of Incorporation, this th day of February, 1988.

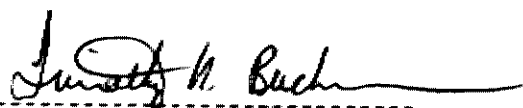

LAVERIE A. HOFFER

STATE OF IDAHO

COUNTY OF ADA

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth, personally appeared LAVERIE
HOFFER, known to me and known to be the person who executed the
foregoing Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official
seal in the State and County aforesaid this th day of February,
1988.



Notary Public

Commission expires: MARCH 16, 1993