

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, September 15, 1992

This is to Certify that the certificate of incorporation of

[Name of Corporation]

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all Virginia laws applicable to the
corporation and its business. Effective date:*

September 15, 1992



State Corporation Commission

William J. Bride


Clerk of the Commission

DATA RAIL, INC.

The undersigned natural person, acting as the incorporator of a corporation pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is Data Rail, Inc.
2. The corporation shall have the authority to issue 5,000 shares each with a par value of \$1.00.
3. The address of the corporation's initial registered office is 4525 East Honeygrove Road, Suite 204, Virginia Beach, Virginia. This address is located in the City of Virginia Beach, Virginia.
4. The name of the registered agent for the corporation is Mr. Casey Robinson, whose address is the same as the registered office of the corporation and who is a resident of the Commonwealth of Virginia.
5. Mr. Robinson shall constitute the sole member of the initial Board of Directors of the corporation. The address of Mr. Robinson is 4525 East Honeygrove Road, Suite 204, Virginia Beach, Virginia 23455. This address is located in the City of Virginia Beach, Virginia.
6. The purpose of the corporation is to carry on any lawful business not required to be stated in the Articles of Incorporation and shall have such powers and authority as may be reasonable or incident to the conduct of any such businesses.

WITNESS my hand at office this 11th day of September, 1992.


Don W. Cooper, Incorporator (SEAL)

DATA RAIL INCORPORATED

The American Corporation, Data Rail, Inc., specializes in modernizing railways with a computerized management information system. The system increases a railway's efficiency and thereby profitability. Computers are used for reservations, maintenance and employee records, tracking cargo and rolling stock, invoicing and instantaneous railway wide communications.

Data Rail provides turnkey projects or will enter into a cooperative venture with a railway to develop a computerized management information system. Data Rail can provide hardware, software, technical services, training and ongoing administration for such systems. In addition, Data Rail can provide other necessary railway equipment and services such as track straightening cars and computer data security.

On request and for an additional fee, Data Rail will facilitate obtaining financing from the United States Export Import Bank, other multilateral lenders and private investors for the development of a computerized management information system.

Data Rail also sells new and used computers, software and telephone systems.

If you would like further information or have any questions, please contact Roy Den Hollander in New York, New York a (212) 982-5836 (Fax No. 212-982-5943), Timothy Hudson in Bristol, Tennessee at (615) 968-3106 (Fax No. 615-968-2108) or Oksana Chufirina in Moscow, Russia a 095-227-0679.

DATA RAIL INCORPORATED

The American corporation, Data Rail, Inc., sells the most advanced computers, software and telephone systems. Computers can be purchased new or used.

The most advanced computer that can be exported to Russia or China as of April 6, 1993, providing the computer is not used for nuclear, chemical or biological warfare technology and not used for missile technology, is a 486 with 33 megahertz at a CTP of 12.4. A 486 DX2 with the Intel chip called "Overdrive" cannot be exported. In technical terms, any computer with a composite theoretical performance of less than 12.5 million theoretical operations per second (MTOPS) can be exported to either Russia or China.

The following lists just some of the new computers, hardware and software available from Data Rail:

DEC Computer 486/33 MHZ/245 MG Hard Drive

DEC Computer 386SX/52 MG Hard Drive/Dual Floppy

DEC Computer 386DX/40 MHZ/120 MG Hard Drive/Dual Floppy

DEC Notebook Computer 386/25 MHZ/80 MG Hard Drive

IBM Processor 80 486

IBM Processor 80 386

IBM Processor 80 286

IBM Coprocessor 80 387

IBM Coprocessor 80 287

Prosys Computer 386/16

BLD Computer 286/12

Keyboard 101 in English, Russian or Chinese

Epson Printer LQ-1170

DEC Laser Printer - 8 Pages/Minute

Oki Printer 321/220v

VGA Color Monitor

Monochrome Monitor

Mouse

Novell 3.11 20 User (English Version)

MS DOS 5.0

A couple of factory refurbished computers with a one year warranty are available from Data Rail:

IBM 386SX/16 MHZ Model Number 55SX

40 MG Hard Drive

4 MG Ram

8513 Monochrome VGA Monitor

220V Switchable

IBM 286/10 MHZ Model Number 60

40 MG Hard Drive

1 MG Ram

1.44 3.5" Floppy Disk

8513 Monochrome VGA Monitor

220V Switchable

Data Rail also sells Premier, Toshiba and Cortelco office telephone systems.

If you would like further information or have any questions, please contact Roy Den Hollander in New York City at (212) 982-5836 (Fax No. 212-982-5943), Timothy Hudson in Bristol, Tennessee at (615) 968-3106 (Fax No. 615-968-2108) or Oksana Chufirina in Moscow, Russia at 095-227-0679.