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FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90173 050 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 018348

1. Corporation Name
VALDOSTA SOUTHERN RAILROAD COMPANY

Principal Place of Business 1900 W FIELD COURT LAKE FOREST IL 60045 US	Mailing Address P.O. BOX 4100 ATTN: TAX DEPT THE WOODLANDS TX 77387-4100
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 08/30/1951	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number 34-6407910	
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	SWEENEY, WILLIAM J	
STREET ADDRESS	3719 MAPLE AVE	
CITY-ST-ZIP	TERRE HAUTE IN 47804	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	OSAR, KAREN R	
STREET ADDRESS	70 AVIEMORE DR	
CITY-ST-ZIP	NEW ROCHELLE NY 10804	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PAGE, ROBERT A	
STREET ADDRESS	1124 LOYOLA	
CITY-ST-ZIP	LIBERTYVILLE IL 60048	
TITLE	S	<input type="checkbox"/> DELETE
NAME	STEWART, KARL A	
STREET ADDRESS	107 PERKINS RD	
CITY-ST-ZIP	GREENWICH CT 06830	
TITLE	VAS	<input checked="" type="checkbox"/> DELETE
NAME	SIMPSON, ROBERT G	
STREET ADDRESS	5627 PALISADE FALLS	
CITY-ST-ZIP	KINGWOOD TX 77345	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	NEECE, BERT F	
STREET ADDRESS	5907 ROCKY BROOK	
CITY-ST-ZIP	KINGWOOD TX 77345	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	VAS
5.3 STREET ADDRESS	DON P. CARPENTER
5.4 CITY-ST-ZIP	23946 ENGLISH OAKS SPRING, TX 77373
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Bert F. Neece* (BERT F. NEECE) APR 1 2 1999 281/539-6961
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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447037-90173
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VALDOSTA SOUTHERN RAILROAD COMPANY
Corporate Street Address: 1900 West Field Court, Lake Forest, IL 60045
Corporate Mailing Address: P. O. Box 4100, The Woodlands, TX 77387-4100

All Directors' & Officers' business addresses are the same as corporate street and mailing addresses

DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Social Security #</u>
Mark W. Kowlzan	255 Shiloh Falls Court, Counce, TN 38326	018-46-1723
William J. Sweeney	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
M. C. Woolley, Jr.	5352 Moss Oak Trail W, Lake Parks, GA 31636	266-58-1679

OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>	<u>Social Security #</u>
William J. Sweeney	President	3719 Maple Avenue, Terre Haute, IN 47804	089-32-7900
Don P. Carpenter	Vice President and Assistant Secretary	23946 English Oaks, Spring, TX 77373	449-31-8636
James V. Faulkner, Jr.	Vice President and Assistant Secretary	110 Abingdon Avenue, Kenilworth IL 60043	113-34-0054
Mark W. Kowlzan	Vice President	255 Shiloh Falls Court, Counce, TN 38326	018-46-1723
Karen R. Osar	Vice President and Treasurer	70 Avemore Drive, New Rochelle, NY 10804	018-44-3922
Robert A. Page	Vice President	1124 Loyola, Libertyville, IL 60048	456-94-5027
M. C. Woolley, Jr.	Secretary	5352 Moss Oak Trail W, Lake Parks, GA 31636	266-58-1679
Karl A. Stewart	Assistant Secretary	107 Perkins Road, Greenwich, CT 06830	450-68-4329
Victor Franck	Assistant Secretary	82 Drift oak Circle, The Woodlands, TX 77381	259-98-6031
James D. Gaughan	Assistant Secretary	143 Old Stamford Road, New Canaan, CT 06840	460-92-7783
Bert F. Neece	Assistant Secretary	5907 Rocky Brook, Kingwood, TX 77345	327-40-9245
John R. Olsen	Assistant Secretary	5637 No Mango, Chicago, IL 60646	519-62-1536
Paul D. Novas	Assistant Treasurer	53 Canoe Hill Road, New Canaan, CT 06840	001-58-2742
Richard B. West	Assistant Treasurer	1136 Crestwood, Northbrook, IL 60062	417-78-5078