



F02000001924

ACCOUNT NO. : 072100000032

REFERENCE : 528225 4303929

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$2378.75

FILED
APR 17 PM 1:33
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 15, 2002

ORDER TIME : 9:50 AM

ORDER NO. : 528225-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

RECEIVED
02 APR 17 AM 10:21
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: RAILAMERICA TRANSPORTATION
CORP.

BK

XXXX QUALIFICATION (TYPE: CO)

500005289405--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. RAILAMERICA TRANSPORTATION CORP.

(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or Country under the law of which is incorporated)

3. 65-0979478

(F.E.I Number, if applicable)

4. JANUARY 27, 2000

(Date of Incorporation)

"Perpetual)

5. PERPETUAL

(Duration: Year corporation will cease to exist or

6. JANUARY 27, 2000

(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)

7. 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

(Current Mailing Address; please include city, state & zip code)

8. ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF DELAWARE

(Purpose(s) of corporation authorized in home State or Country to be carried out in the State of Florida.)

9. NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:

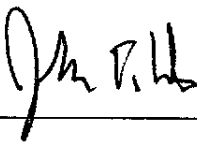
Name: JOHN T. WHITE

Office Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR

BOCA RATON, FLORIDA 33487

(Zip Code)

10. REGISTERED AGENT'S ACCEPTANCE: Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent's Signature

Date: JANUARY 15, 2002
H02000017769

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

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SECRETARY OF STATE
FLORIDA

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: PLEASE SEE THE ATTACHED ADDENDUM FOR LIST OF DIRECTORS

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President/Treasurer: PLEASE SEE THE ATTACHED ADDENDUM FOR LIST OF OFFICERS

Address: _____

Chief Executive Officer/

Chairman: _____

Address: _____

Executive Vice President/

Secretary: _____

Address: _____

Exec. Vice President: _____

Address: _____

Exec. Vice President: _____

Address: _____

(NOTE: If necessary, you may attach an addendum to the application listing any additional officers and/or directors.)

13. _____

(Signature of Chairman, Vice Chairman, or any Officer listed in #12)

Date: JANUARY 15, 2002

14. _____

JOHN T. WHITE, Vice President

(Print or type Name and Title of person signing this application)

ADDENDUM

LIST OF DIRECTORS AND OFFICERS OF RAILAMERICA TRANSPORTATION CORP.

02
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SECRETARY OF STATE
TAMPAH, FLORIDA

DIRECTORS:

Director: GARY O. MARINO
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

Director: DONALD D. REDFEARN
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

OFFICERS:

Name: GARY O. MARINO
Title: CHAIRMAN, CHIEF EXECUTIVE OFFICER AND PRESIDENT
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

Name: DONALD D. REDFEARN
Title: EXECUTIVE VICE PRESIDENT AND SECRETARY
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

Name: BENNETT MARKS
Title: SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

Name: JOHN T. WHITE
Title: VICE PRESIDENT AND GENERAL COUNSEL
Address: 5300 BROKEN SOUND BLVD., N.W., 2ND FLOOR, BOCA RATON, FLORIDA 33487

Delaware

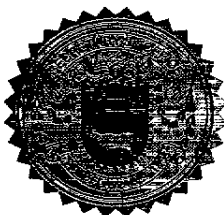
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PAGE 021
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
APR 17 PM 1:33

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAILAMERICA TRANSPORTATION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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020231761

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1715397

DATE: 04-11-02