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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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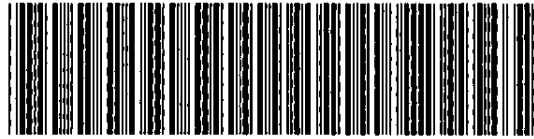
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL 32310

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
(this "Certificate")**

FOR

"OTHER BUSINESS ENTITY"

INTO

FLORIDA LIMITED LIABILITY COMPANY

DATED: DECEMBER 2, 2013

The undersigned duly authorized signor, on behalf of FECI Company, a Florida corporation, hereby submits this Certificate and attached Articles of Organization to convert the "Other Business Entity" into a Florida Limited Liability Company in accordance with Sections 607.1113 and 608.439 of the Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: FECI Company.
2. The "Other Business Entity" is a corporation, first organized, formed or incorporated as Florida East Coast Industries, Inc. under the laws of Florida on December 9, 1983.
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the law of which it is now organized, formed or incorporated: Not applicable.
4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: FECI Company, LLC.
5. This Certificate shall be effective on the date of filing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate effective as of the date first set forth above.

FECI COMPANY

By: Juan Godoy
Name: JUAN GODDY
Title: VP

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**ARTICLES OF ORGANIZATION
FOR
FECI COMPANY, LLC**

FECI Company, LLC, acting pursuant to Section 608.407, Florida Statutes, adopts the following Articles of Organization, effective on the date of filing:

1. The name of the limited liability company is FECI Company, LLC.
2. The mailing and street address of the principal office of the limited liability company in the State of Florida is 2855 Le Jeune Road, 4th Floor, Coral Gables, Florida 33134.
3. The address of its registered office in the State of Florida is 1200 South Pine Island Road, Plantation, FL 33324. The name of its registered agent at such address is CT Corporation System.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization effective as of the 2nd day of December, 2013.

FECI Company, LLC

By: *Juan Godoy*
Name: **JUAN GOBOY**
Title: Authorized Representative

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STATE OF CALIFORNIA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CT Corporation System

By: Kathryn A. Widdoes
Name: Kathryn A. Widdoes
Title: Authorized Representative

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REGISTRATION DIVISION
HARTFORD, CT