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Florida Department of State
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To: Division of Corporations
 Fax Number : (850) 617-6383

From: Account Name : FLAGLER DEVELOPMENT GROUP, LLC
 Account Number : I20020000144
 Phone : (305) 520-2344
 Fax Number : (305) 520-2400

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

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**Foreign Limited Liability Company
Virgin Trains USA LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00



COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Virgin Trains USA LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jessica Perez
Name of Person

Firm/Company

700 NW 1st Avenue, Suite 1620
Address

Miami, FL 33136
City/State and Zip Code

jessica.perez@feci.com
E-mail address: (to be used for future annual report notification)

FILED
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TALLHASSEE, FL 32301

For further information concerning this matter, please call:

Jessica Perez at (305) 520-2366
Name of Contact Person Area Code Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Virgin Trains USA LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 161 NW 6th Street, Suite 900

Miami, FL 33136

(Street Address of Principal Office)

6. 161 NW 6th Street, Suite 900

Miami, FL 33136

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Patrick W. Goddard (P, COO); Jeffrey C. Swiatek (CFO, VP); Gary L. Smith (VP, CAO) 161 NW 6 St, Ste 900, Miami, FL 33136

Kolleen Cobb (VP, S); Juan (Rusty) Godoy (VP, T, AS); 700 NW 1st Ave, Ste 1620, Miami, FL 33136

Mauricio H. Anderson (VP); 700 NW 1st Ave, Ste 1620, Miami, FL 33136

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, P.S.)

Kolleen O.P. Cobb, Vice President

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Virgin Trains USA LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Myles L. Tobin

(Name)

161 NW 6th Street, Suite 900

Florida Street Address (P.O. Box NOT ACCEPTABLE)

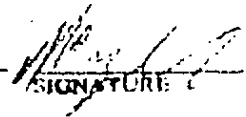
Miami

FL 33136

City/State/Zip

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FALLM ASSOCI. FLORIDA

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, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.


SIGNATURE

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIRGIN TRAINS USA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIRGIN TRAINS USA LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2013.

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

TALAMON, FLORIDA
2019 OCT 11
PM 4:46



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

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SR# 20197545046

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203792748

Date: 10-15-19