

# M97000000546

CARRINGTON, COLEMAN, SLOMAN & BLUMENTHAL

A REGISTERED LIMITED LIABILITY PARTNERSHIP

ATTORNEYS

200 CRESCENT COURT

SUITE 1500

DALLAS, TEXAS 75201

FAX (214) 855-1333

TEL. (214) 855-3000

ROSHAN SELOD  
(214) 855-3023

FILED  
97 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 20, 1997

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

600002273686--6  
-08/21/97-01072--003  
\*\*\*337.50 \*\*\*337.50

RE: Alabama & Gulf Coast Railway LLC

CM

Dear Sir or Madam:

Enclosed you will find: (i) an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, (ii) an Affidavit of Membership and Contributions of Foreign Limited Liability Company, (iii) a Certificate of Designation of Registered Agent/Registered Office of Foreign Limited Liability Company, and (iv) a Certificate of Good Standing for Alabama & Gulf Coast Railway LLC (the "Company") for the purpose of the Company's qualification to do business in the State of Florida. I have also enclosed a check in the amount of \$337.50 to cover the \$250.00 filing fee, the \$35.00 registered agent designation fee, and the \$52.50 fee to obtain a Certificate of Status. Please file the above listed documents with your offices, file-stamp the acknowledgment copy of this letter and return it to me in the enclosed self-addressed, stamped envelope. Also, please forward to me a Certificate of Status once the documents have been processed in your offices.

Please call me if you have any questions about this matter. Thank you in advance for your cooperation.

Best regards.

Sincerely,

*Roshan Z. Selod*

Roshan Z. Selod

RZS/dr

Enclosures

cc: Warren Garden

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:*

1. Alabama & Gulf Coast Railway LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." If not so contained in the name at present.)

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

3. 752714522  
(FEI number, if applicable)

4. June 12, 1997  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or  
"perpetual")

6. N/A  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.8)

7. 7557 Rambler Road, Suite 280  
Dallas, TX 75231  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

MGR- J. Peter Kleifgen  
7557 Rambler Road  
Suite 280  
Dallas, TX 75231

MGR- David L. Widener  
2535 Tech Drive, Suite 111  
Bettendorf, IA 52722

MGR- Peter J. Jacullo  
21 Bermuda Road  
Westport, CT 06880

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

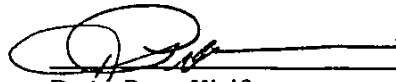
FILED  
97 AUG 26 AM 11:43  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member of Alabama & Gulf Coast Railway LLC deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$0.
- 3) If any, the agreed value of property other than cash contributed by the members is \$0.
- 4) The total amount of cash or property anticipated to be contributed by members is \$7,000,000.00. This total includes amounts from 2 and 3 above.

**STATESRAIL L.L.C.**



By                      Peter Kleifgen  
Its: President & CEO

FILED  
97 AUG 26 AM 11:43  
STATE COURT OF ALABAMA  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
OF FOREIGN LIMITED LIABILITY COMPANY**

*PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.*

1. The name of the limited liability company is: Alabama & Gulf Coast Railway LLC
2. The name and address of the registered agent and office is:

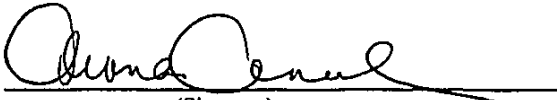
CT Corporation System  
(Name)

1200 South Pine Island Road  
(P.O. Box ~~not~~ acceptable)

Plantation, Florida 33324  
(City/State/Zip)

FILED  
97 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, 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.

  
(Signature)

8/12/97  
(Date)

**THOMAS B. CONNOLLY**  
ASSISTANT SECRETARY

State of Delaware

PAGE 1

*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALABAMA & GULF COAST RAILWAY 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 SIXTH DAY OF AUGUST, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
97 AUG 26 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2762889 8300

971261611

AUTHENTICATION:

8592889

DATE:

08-06-97