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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FLORIDA EAST COAST INDUSTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA EAST COAST INDUSTRIES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment to its Third Amended and Restated Articles of Incorporation:

1. Section 4(a) of Addendum 1 to the Third Amended and Restated Articles of Incorporation of the Corporation is hereby amended (the "Amendment") to read in its entirety as follows:

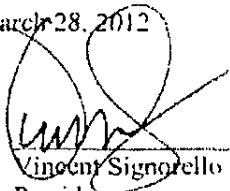
(a) Subject to the limitations on distributions by the Corporation to the holders of Series A Redeemable Preferred Stock imposed by the FBCA or the terms of any financing, swap or other agreements to which the Corporation is a party, a guarantor or otherwise bound, on December 31, 2018 (the "Mandatory Redemption Date"), the Corporation shall redeem for cash all shares of the Series A Redeemable Preferred Stock that are then outstanding at a price per share equal to the Senior Preferred Liquidation Amount.

2. The Amendment was adopted on March 28, 2012.

3. The Amendment was approved by the shareholders through voting groups. The number of votes cast for the Amendment was sufficient for approval by the holder of all of the outstanding shares of common stock of the Corporation. The number of votes cast for the Amendment was sufficient for approval by the holder of all of the outstanding shares of Series A Redeemable Preferred Stock.

4. The effective date of the Amendment shall be the date of filing with the Department of State of the State of Florida.

Dated: March 28, 2012

Signature: 
Vincent Signorello
President