

A05000000641

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

LIMITED PARTNERSHIP AMENDMENT

POINCIANA RAIL, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$113.75

B86.25

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J. BRYAN APR - 4 2005

205A-22658

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
POINCIANA RAIL, LTD., a Florida limited partnership

Insert limited partnership's Florida document number: A05000000641

or

Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.

2. The complete name of the entity after filing Statement of Qualification shall be:

POINCIANA RAIL, LLP, a Florida limited liability limited partnership
(Must include LLP or L.L.P.)

3. The street address of its chief executive office: 105 E. Robinson St, Ste 540
(if different from current recorded address): Orlando, FL 32801

4. The street address of principal office in Florida: _____
(if different from above) _____

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

X as of the date this document is filed with the Florida Secretary of State

or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

F.B. BYWATER
105 East Robinson Street, Suite 540
Orlando Florida 32801

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 30th day of March, 2005.

Signature of TWO Partners:

F.B. Bywater
Charles M. Madden

Typed or printed names of partners signing above: F.B. BYWATER
CHARLES M. MADDEN

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
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