

B/300000228Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

Email Address: _____

**FLORIDA/FOREIGN LP/LLLP
VALDOSTA RAILWAY, L.P.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,000.00

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H13000172052***FILED**
2013 AUG -2 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Valdosta Railway, L.P.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Richard O'Donnell

Contact Person

Genesee & Wyoming Railroad Services, Inc.

Firm/Company

200 Meridian Centre, Suite 300

Address

Rochester, NY 14618

City, State and Zip Code

rodonnell@gwrr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alfred Ricotta at (203) 202-8913

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:

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

MAILING ADDRESS:

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Valdosta Railway, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Georgia

State or Country of Formation

3. 12/24/1991

Date of Formation

4. Federal Employer Identification Number: 62-1483665

5. Name of Registered Agent for Service of Process and Florida Street Address:

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

6. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
By: Maria T. Chambers
Signature of Registered Agent

Maria T. Chambers
Special Assistant Secretary

7. Principal Office:

200 Madison Highway

Clyattville, Georgia 31601

8. Mailing Address:

200 Meridian Centre, Suite 300

Rochester, NY 14618

9. If limited partnership is a limited liability limited partnership, check box .

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: RP Acquisition Company One

F13000003321

Name of General Partner: _____

Street Address: 13901 Sutton Park Drive South, Suite 125

Street Address: _____

Jacksonville, FL 32224

Mailing Address: 200 Meridian Centre, Suite 300

Mailing Address: _____

Rochester, NY 14618

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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TALLAHASSEE, FLORIDA

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

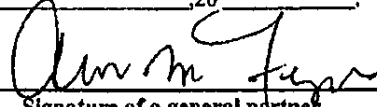
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 1st day of August, 2013



Signature of a general partner
 Allison M. Fergus, Secretary

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K122761
DATE INC/AUTH/FILED : December 24, 1991
JURISDICTION : Georgia
PRINT DATE : 7/31/2013 1:28:57 PM

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

VALDOSTA RAILWAY, L.P.
A Domestic Limited Partnership

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



B. P. Kemp

Brian P. Kemp
Secretary of State

Tracking #: 1TzK9Ljc