

Summit State Research
 1395000000037
 Tallahassee FL
 City/State/Zip Phone #
 Office Use Only
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT 20 PM 1:39

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Overland Express, L.P.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☒ Certified Copy need 1 copy
☐ Mail out ☐ Will wait ☒ Photocopy need 1 copy ☒ Certificate of Status *need 5 photocerts

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

800001619230
 -10/25/95--01023--001
 ***1881.25 ***1881.25
 G. TAX 43.75
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.50
 TOTAL \$1,881.25
 N. HAND
 BALANCE DUE
 REFUND

10/20/95

Examiner's Initials Bj7

Sandra B. Mortham, Secretary of State

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

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION
OCT 20 PM 1:39

1. FLORIDA OVERLAND EXPRESS, L.P.

(Name of limited partnership as it is in the home state;

2. FLORIDA OVERLAND EXPRESS, LTD.

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. October 19, 1995

(Date of Formation)

K. Lawrence Gragg

5. _____
(Name of Registered Agent for Service of Process)

6. c/o 200 S. Biscayne Boulevard, Suite 4900

(Street Address of Registered Office)

Miami

(City)

, Florida 33131

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

K. Lawrence Gragg
(Agent must sign on this line)

8. 15 East North Street, Dover, DE 19901

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

F95000005117
Bombardier Transit Corporation

SPECIFIC ADDRESS
3684 Meadow Lane
Bensalem, PA 19020-5914

F45000005059
Fluor Daniel Florida Rail, Inc.

3333 Michelson Drive
Irvine, CA 92730

F95000005076
Rail Development & Construction, Inc.

201 Alhambra Circle, Suite 1400
Coral Gables, FL 33134

F95000005093
GEC Alsthom, Inc.

4 Skyline Drive
Hawthorne, NY 10537

10. 5950 Hazeltine National Drive, Citadel III Building, Suite 255, Orlando

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

Florida 32822

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 5950 Hazeltine National Drive, Citadel III Building, Suite 255
(Mailing Address of Limited Partnership) Orlando, FL 32822

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 1:39

This 19th day of October, 1995.

Rail Development & Construction, Inc., General Partner

By: [Signature]
Luis Oswaldo Lopes Leite

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day

of October, 1995, by Luis Oswaldo Lopes Leite, President of
Rail Development & Construction, Inc., a
(Name of General Partner) of general partner

FLORIDA OVERLAND EXPRESS, L.P.

(Name of Limited Partnership)

, a Delaware

Limited Partnership, on behalf of
Limited Partnership. (State or Country)

[Signature]
Notary Public
#CC 182640
State of Florida at Large

(SEAL)

My Commission Expires: 2/24/96

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Luis Oswaldo Lopes Leite, President of Rail Development & Construction, Inc. a general partner of Florida Overland Express, a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,673,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,950,000.

This 19th day of October, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Rail Development & Construction, Inc.

By: Luis Oswaldo Lopes Leite

General Partner

State of Florida

County of Dade

Date October 19, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Luis Oswaldo Lopes Leite* (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership. *President of Rail Development & Construction, Inc.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of October, 1995.

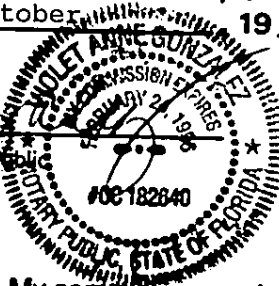
Seal

State of Florida at Large

My commission expires: 2/24/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 20 PM 1:39

Notary Public



OCT 19 '95 04:23PM

P.2/2

BETTY J. STEFFENS
ATTORNEY AT LAW

210 SOUTH MONROE STREET
POST OFFICE BOX 82
TALLAHASSEE, FLORIDA 32302-0082

PHONE: (904) 834-1218
FACSIMILE: (904) 822-8826

October 19, 1995

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, Florida 323201

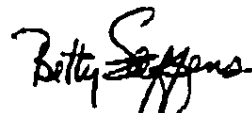
RE: Name Reservation

To Whom It May Concern:

On June 6, 1995, the undersigned Betty J. Steffens, 210 South Monroe Street, P.O. Box 82, Tallahassee, Florida 32302, reserved the name "Florida Overland Express, Inc." under reservation number R96000002517. At this time, I would like to release the reservation to Sunstate Research Associates, 143 Whetherline Way West, Tallahassee, Florida.

Should there be any questions concerning this matter, please feel free to contact the undersigned.

Very truly yours,



Betty J. Steffens

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Montan
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC -6 AM 8:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
FLORIDA OVERLAND EXPRESS, Ltd.

1a. DOCUMENT #
B95000000371

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Suite, Apt. # etc

City, State & Zip

2a. New Principal Office Address, if Applicable

Suite, Apt. # etc

City, State & Zip

100001657101
-12/08/95--01009--001
****576.25 ****576.25

Mailing Address
c/o White & Case
200 S. Biscayne Blvd.
Suite 4900
Miami, FL 33131

Principal Office Address
5950 Hazeltine National Dr.
Suite 255
Orlando, FL 32822

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
10-20-95

3a. Date of Last Report

4. State or Country of Formation
Delaware

5a. Capital Contributions as Shown
on Record
4,950,000

5b. Amount of Capital Contributions in
FLORIDA to date
\$2,700,000

6. FE Number

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

OK
12-7

9. Name and Address of Current Registered Agent

K. Lawrence Gragg
200 S. Biscayne Blvd., Suite 4900
Miami, FL 33131

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
Bombardier Transit Corporation	3684 Meadow Lane	Bensalem, PA 19020	F 95000005117
Fluor Daniel Florida Rail, Inc.	3333 Michelson Drive	Irvine, CA 92730	F 95000005059
Rail Development & Construc- tion, Inc.	201 Alhambra Circle Suite 1400	Coral Gables, FL 33134	F 95000005076
GEC Alstom, Inc.	4 Skyline Drive	Hawthorne, NY 10537	F 95000005093

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Ronald W. Oakley

DATE

12-4-95

Typed or Printed Name of General Partner Signing Form

RONALD W. OAKLEY

Telephone Number

803 2818579

CR2E003 (6/95)

FLORIDA OVERLAND EXPRESS



5700 S. ...
ORLANDO, FLORIDA 32812
PHONE (407) 855-3634
FAX (407) 855-3634

395 000000371

FILED
97 SEP -2 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 3, 1997

600002237116--9
-07/14/97-01068-001
***1750.00 ***1750.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CM
~~Handwritten signature~~

Gentlemen,

Enclosed please find the Florida Overland Express, LP Supplemental Affidavit of Capital Contributions for a Foreign Limited Partnership.

Please note that we are raising the amount of capital contributions allocated to \$12,000,000 and enclosing our check # 01005 for \$1,750.00 for payment of the fee.

Please let me know if there is anything else I need to do regarding this submission.

Sincerely,

Richard I. Klein
Chief Financial Officer



GEC ALSTHOM



ODEBRECHT
CONTRACTORS
OF FLORIDA, INC.
Odebrecht Group



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1997

RICHARD I. KLEIN
5766 S. SEMORAN BLVD.
ORLANDO, FL 32822

SUBJECT: FLORIDA OVERLAND EXPRESS LTD.
Ref. Number: W97000016292

FILED
97 SEP - 2 PM 4: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for **FLORIDA OVERLAND EXPRESS LTD.** and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

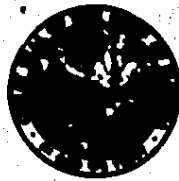
A general partner must sign the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cat/ny A Mitchell
Corporate Specialist

Letter Number: 597A00036150



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 SEP -2 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP**

B45-371

The undersigned general partners of Florida Overland Express LP
a(n) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 12,000,000.00

This 12th day of June, 19 97.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.

General Partner(s)

Stephen M. Johnson - Fluor Daniel Florida Rail, Inc.
[Signature] - Bombardier Transit Corporation
[Signature] - Rail Development + Construction, Inc.
Tracey J. Smith - GEL-Alstom, Inc.

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)