

FLORIDA OVERLAND EXPRESS

5700 BOULEVARD
ORLANDO, FLORIDA 32822
PHONE (407) 852-4343
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B95000000371

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

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

July 3, 1997

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

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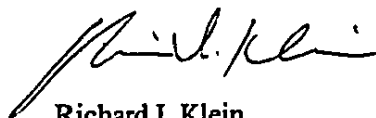
Gentlemen,

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





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

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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.

Cathy A Mitchell
Corporate Specialist

Letter Number: 597A00036150



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

B95-371

The undersigned general partners of Florida Overland Express LP,
a(an) 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 - GEC-Alsthom, Inc.

FEES:

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