

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

F01000004721

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 9-6-01

REF. #: 0631.1767

CORP. NAME: BROTHERS RAILYARD CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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*****87.50 *****87.50

STATE FEES PREPAID WITH CHECK# 500069 FOR \$ 87.50

BK

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

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Examiner's Initials

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
2001 SEP - 6 AM 10:21
SUFFICIENCY OF FILING

BK

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Brothers Railroad Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas
(State or country under the law of which it is incorporated)
3. 74-2701280
(FBI number, if applicable)
4. December 14, 1993
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 2 Alhambra Plaza, Ste 1280, Coral Gables, FL 33134
(Principal office address)
- 2 Alhambra Plaza, Ste 1280, Coral Gables, FL 33134
(Current mailing address)

8. Ownership and operation of real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 528 E. Park Avenue

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

NRAI Services, Inc.

C. Baclet

(Registered agent's signature)

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

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director
Chairman: Victor L. Fuller

Address: 2 Alhambra Plaza Suite 1280
Coral Gables, FL 33134

Director
Vice Chairman: Stephen M. Fuller

Address: 2 Alhambra Plaza Suite 1280
Coral Gables, FL 33134

Director: Robert C. Lintz

Address: One East Fourth Street
Cincinnati, Ohio 45202

Director: Daniel J. Vanderhaar

Address: One East Fourth Street
Cincinnati, Ohio 45202

B. OFFICERS

President: Victor L. Fuller

Address: 2 Alhambra Plaza Suite 1280
Coral Gables, FL 33134

Vice President: Stephen M. Fuller

Address: 2 Alhambra Plaza Suite 1280
Coral Gables, FL 33134

Secretary: Kenneth A. Luban

Address: 31 Ocean Reef Drive, Suite C-300, Key Largo, FL 33037

Vice President
Treasurer: Fred J. Runk

Address: One East Fourth Street, Cincinnati, Ohio 45202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth A. Luban, SECTY.
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for BROTHERS RAILYARD CORPORATION (filing number: 129353100), a Domestic Business Corporation, was filed in this office on December 14, 1993.

It is further certified that the entity status in Texas is active.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 04, 2001.



A handwritten signature of Henry Cuellar in cursive script.

Henry Cuellar
Secretary of State