

FOI 00000006168
LOWIS & GELLEN
ATTORNEYS AT LAW

Chicago Office:
Suite 1900
200 West Adams Street
Chicago, Illinois 60606
Telephone (312) 364-2500
Facsimile (312) 364-1003

Naperville Office:
Suite 390
300 East 5th Avenue
Naperville, Illinois 60563
Telephone (630) 637-1400
Facsimile (630) 637-1359

Writer's Direct Dial:
(312) 456-7953
E-Mail Address:
jbaker@lowis-gellen.com

November 29, 2001

Via Airborne Express

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700004701227--6
-12/03/01--01013--001
*****70.00 *****70.00

Re: Orlando and Mount Dora Railway Company, Inc.

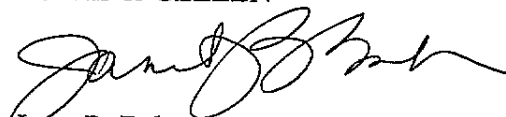
Dear Sir/Ms.:

Enclosed: Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, Illinois Secretary Certificate of Existence/Good Standing and check in the amount of \$70.00, as required

If more information is required, please contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

LOWIS & GELLEN


Janet R. Baker
Legal Assistant

FILED
01 NOV 30 PM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure
cc: Gerald Haberkorn, Esq.

into
12/4

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ORLANDO AND MOUNT DORA RAILWAY COMPANY, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GERALD HABERKORN, ESQ.

(Name of Person)

LOWIS & GELLEN

(Firm/Company)

200 WEST ADAMS STREET, SUITE 1900

(Address)

CHICAGO, ILLINOIS 60606

(City/State and Zip code)

For further information concerning this matter, please call:

Gerald Haberkorn

(Name of Person)

at (312) 364-2500

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED
01 NOV 30 PM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. ORLANDO AND MOUNT DORA RAILWAY COMPANY, INC.

(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. Illinois

(State or country under the law of which it is incorporated)

3. 36-4481543

(FEI number, if applicable)

4. November 21, 2001

(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. P.O. Box 618181, Chicago, IL 60661 (55 E. Jackson Blvd., Chicago,

(Principal office address)

Illinois 60604)

200 West Adams Street, Suite 1900, Chicago, IL 60606

(Current mailing address)

8. The transaction of any or all lawful businesses for which corporations
may be incorporated under the Illinois Business Corporation Act

(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: 526 E. Park Ave.

Tallahassee, Florida 32301

(City)

(Zip code)

01 NOV 30 PM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

(see attached)

(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.

PREMIER CORPORATE SERVICES, INC.

208 South LaSalle Street, Suite 1855
Chicago, IL 60604
(312) 346-3606 (800) 934-2556
Fax: (312) 346-3607

November 29, 2001

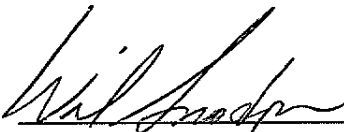
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

ORLANDO AND MOUNT DORA RAILWAY COMPANY, INC.

Dear Sir or Madam:

NRAI SERVICES, INC., 526 E. Park Avenue, Tallahassee, Florida 32301, 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.

FILED
NOV 30 PM 9:46
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



Wil Snodgrass, Assistant Secretary
NATIONAL REGISTERED AGENTS, INC.

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

A. DIRECTORS

Chairman: EDWIN ELLIS
Address: (mailing) P.O. Box 618181 (street) 55 E. Jackson Blvd.
Chicago, IL 60661 Chicago, IL 60604

Vice Chairman: KEVIN BUSATH
Address: (mailing) P.O. Box 618181 (street) 55 E. Jackson Blvd.
Chicago, IL 60661 Chicago, IL 60604

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

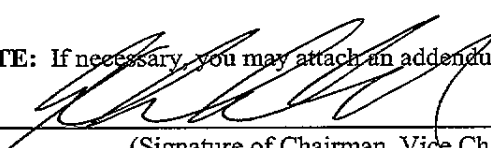
President: EDWIN ELLIS
Address: (same as above)

Vice President: _____
Address: _____

Secretary: EDWIN ELLIS
Address: (same as above)
Treasurer: _____
Address: _____

FILED
01 NOV 30 PM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. EDWIN ELLIS, Chairman/President
(Typed or printed name and capacity of person signing application)

File Number 6191-402-1



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that ORLANDO AND MOUNT DORA RAILWAY COMPANY, INC.,
A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
NOVEMBER 21, 2001, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS
OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE
FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF
THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE
STATE OF ILLINOIS*****

FILED
01 NOV 30 PM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, hereto set

my hand and cause to be affixed the Great Seal of
the State of Illinois, this 29TH
day of NOVEMBER 2001
A.D. _____



Jesse White

SECRETARY OF STATE