

CT CORPORATION SYSTEM

FO2000004660

CORPORATION(S) NAME

[REDACTED]

2) CSX [REDACTED], Inc.

3) CSX [REDACTED]

4) CSX [REDACTED], Inc.

5) CSX Holding Benefits Company

6) CSX H, Inc.

7) CSX [REDACTED]

8) CSX [REDACTED] Company

9) [REDACTED] Corporation of America, Inc.

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TALLAHASSEE, FLORIDA

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign qualification | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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8/21/02

Order#: 5539342

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Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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*****78.75 *****78.75

**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. CSX HOLDING BENEFITS COMPANY

(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. Delaware

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

3. 54-1865682

(FEI number, if applicable)

4. 8/11/1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2002

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 500 Water Street, Jacksonville, FL 32082

(Current mailing address)

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8. Holding company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

PETER F. SOUZA
ASSISTANT SECRETARY

(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: (See Attached List)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: (See Attached List)

Address:

Vice President:

Address:

Secretary:

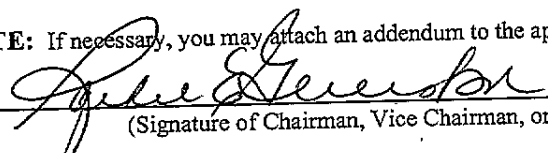
Address:

Treasurer:

Address:

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.

Rachel E. Geiersbach, Assistant Corporate Secretary

(Typed or printed name and capacity of person signing application)

CSX Holding Benefits Company**Directors**

<u>Name</u>	<u>Address</u>
David A. Boor	50 N. Laura Street Jacksonville, FL 32202
James P. Peter	901 E. Cary Street Richmond, VA 23219
Louis G. Recher	901 E. Cary Street Richmond, VA 23219

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Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
David A. Boor	Chairman	50 N. Laura Street Jacksonville, FL 32202
David H. Baggs	President and Treasurer	50 N. Laura Street Jacksonville, FL 32202
Stephen R. Larson	Vice President and Corporate Secretary	901 E. Cary Street Richmond, VA 23219
Rachel E. Geiersback	Asst. Corp Secretary	500 Water Street Jacksonville, FL 32202

Delaware

PAGE 1

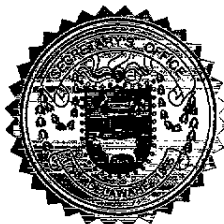
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CSX HOLDING BENEFITS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1935452

DATE: 08-14-02