

CT CORPORATION SYSTEM

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October 15, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

FILED 25
02 OCT 15 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5700294 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Idaho Northern & Pacific Railroad Company
Qualification
Florida

RECEIVED
02 OCT 15 AM 11:12
DIVISION OF CORPORATION

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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*****70.00 *****70.00

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

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02 OCT 15 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Page 1 of 1

**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.

FILED
OCT 15 PM 1:25
TALLAHASSEE FLORIDA

1. IDAHO NORTHERN & PACIFIC RAILROAD 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. 82-0464886
(FEI number, if applicable)
4. 08/17/93
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11/29/2002
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4420 W. Vickery Blvd. #110
Fort Worth, Texas 76107
(Current mailing address)
8. Real estate investment
(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

(Registered agent's signature)

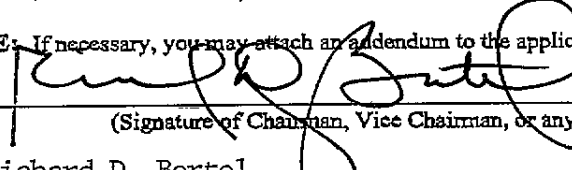
Michael E. Jones
Assistant Secretary

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: Richard D. BertelAddress: 4420 W. Vickery Blvd. #110,
Fort Worth, Texas 76107~~XXXXXX~~ Vice Chairman: Director: W.M. WarrenAddress: 4420 W. Vickery Blvd. #100
Fort Worth, TX 76107Director: Mark BedunahAddress: 805 Forest Ridge Dr., Suite 108
Bedford, Texas 76022Director: Donald J. BertelAddress: No. 8 River Bluff Farm Road
Farmington, MO 63640**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Richard D. BertelAddress: 4420 W. Vickery Blvd. #110
Fort Worth, TX 76107Vice President: N/A

Address: _____

Secretary: Patti MatsonAddress: 4420 W. Vickery Blvd. #110
Fort Worth, TX 76107Treasurer: Patti MatsonAddress: 4420 W. Vickery Blvd. #110
Fort Worth, TX 76107**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. Richard D. Bertel
(Typed or printed name and capacity of person signing application)

Delaware

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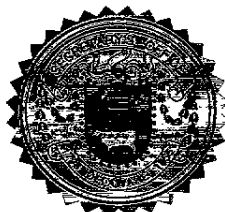
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IDAHO NORTHERN & PACIFIC RAILROAD 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 OCTOBER, 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.

FILED
02 OCT 15 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2033628

DATE: 10-14-02