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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

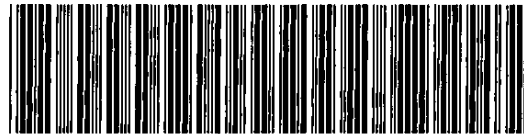
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06 MAY 26 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 5/31

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rail to Rail Transport, 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:

Nina Yao

(Name of Person)

Pacer International, Inc.

(Firm/Company)

2300 Clayton Road #1200

(Address)

Concord, CA 94520

(City/State and Zip code)

For further information concerning this matter, please call:

Nina Yao

at (925) 887-1400

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. Rail to Rail Transport, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-4706463
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/21/2006 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11231 Phillips Industrial Boulevard, Suite 200 Jacksonville, FL 32256
(Principal office address)
- 2300 Clayton Road #1200, Concord, CA 94520
(Current mailing address)

8. transportation services
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: Naseem A. Conde
(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. SECRETARY**

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06 MAY 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Val T. Noel

Address: 5800 E. Sheila Street
Los Angeles, CA 90040

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Val T. Noel

Address: 5800 E. Sheila Street
Los Angeles, CA 90040

Vice President:

Address:

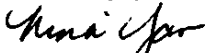
Secretary: Nina Yao

Address: 2300 Clayton Road #1200, Concord, CA 94520

Treasurer: Joseph Doherty

Address: 2300 Clayton Road #1200, Concord, CA 94520

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Nina Yao, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAIL TO RAIL TRANSPORT, INC." 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 ELEVENTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAIL TO RAIL TRANSPORT, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2006.

FILED
06 MAY 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4738012

DATE: 05-11-06