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FOREIGN PROFIT/NONPROFIT CORPORATION

FECR Rail Corp.

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T. Burch DEC 31 2007

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. FECR Rail Corp.

(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

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

3. Applied for

(FBI number, if applicable)

4. December 17, 2007

(Date of incorporation)

5. Perpetual

(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. 7411 Fullerton Street, Suite 300, Jacksonville, Florida 32256

(Principal office address)

7411 Fullerton Street, Suite 300, Jacksonville, Florida 32256

(Current mailing address)

8. To transact any and all lawful business under the FBCA.

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Lynette Coleman (Registered agent's signature)

Lynette Coleman as its agent

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

Chairman: SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

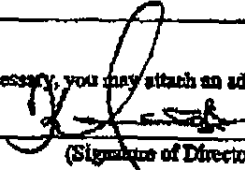
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Ken Nicholson, Vice President
(Typed or printed name and capacity of person signing application)

EXHIBIT A

12. A Directors

Name: Wesley R. Edens
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Name: Randal A. Nardone
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Name: Joseph Adams, Jr.
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

12. B Officers

Chief Executive Officer: Wesley R. Edens
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

President: Joseph Adams, Jr.
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Chief Financial Officer & Treasurer: Kevin Naughton
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Chief Operating Officer: Randal A. Nardone
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Vice President: Ken Nicholson
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

Secretary: David N. Brooks
Address: 1345 Avenue of the Americas, 46th Floor
New York, New York 10105

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FECR RAIL CORP." 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2007.

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

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6266568

DATE: 12-27-07