

F95000005059

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-203-XXXX
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 709136 86901V
AUTHORIZATION : *Patricia Pyatt*
COST LIMIT : \$ 70.00

ORDER DATE : October 13, 1995
ORDER TIME : 2:37 PM
ORDER NO. : 709136
CUSTOMER NO: 86901V

CUSTOMER: Ms. Marlene Ryan
Prentice Hall Legal &
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

900001613239

FOREIGN FILINGS

NAME: FLUOR DANIEL FLORIDA RAIL,
INC.

XX PROFIT
 NON-PROFIT
 CORPORATE
 LIMITED PARTNERSHIP
XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

RECEIVED
95 OCT 17 PM 4:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 17 PM 4:25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. FLUOR DANIEL FLORIDA RAIL, 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. Delaware

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

3. Application pending

(FEI number, if applicable)

4. October 18, 1995

(Date of incorporation)

5. perpetual

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

6. Will transact upon qualification

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

7. 3333 Michelson Dr., Irvine, CA 92730

(Current mailing address)

8. General partner in the development of high-speed rail project

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Marcia A Havner Asst Sec.

(Registered agent's signature)

Marcia A Havner, Asst. Sec.

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: P. J. Trimble

Address: 3333 Michelson Drive

Irvine, California 92730

Director: _____

Address: _____

B. OFFICERS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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President: C. P. Cox

Address: 3333 Michelson Dr., Irvine, CA 92730

Vice President: P. J. Trimble

Address: 3333 Michelson Dr. Irvine, CA 92730

Secretary: L. N. Fisher

Address: 3333 Michelson Dr., Irvine, CA 92730

Treasurer: J. M. Conaway

Address: 3333 Michelson Dr, Irvine, CA 92730

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

13.

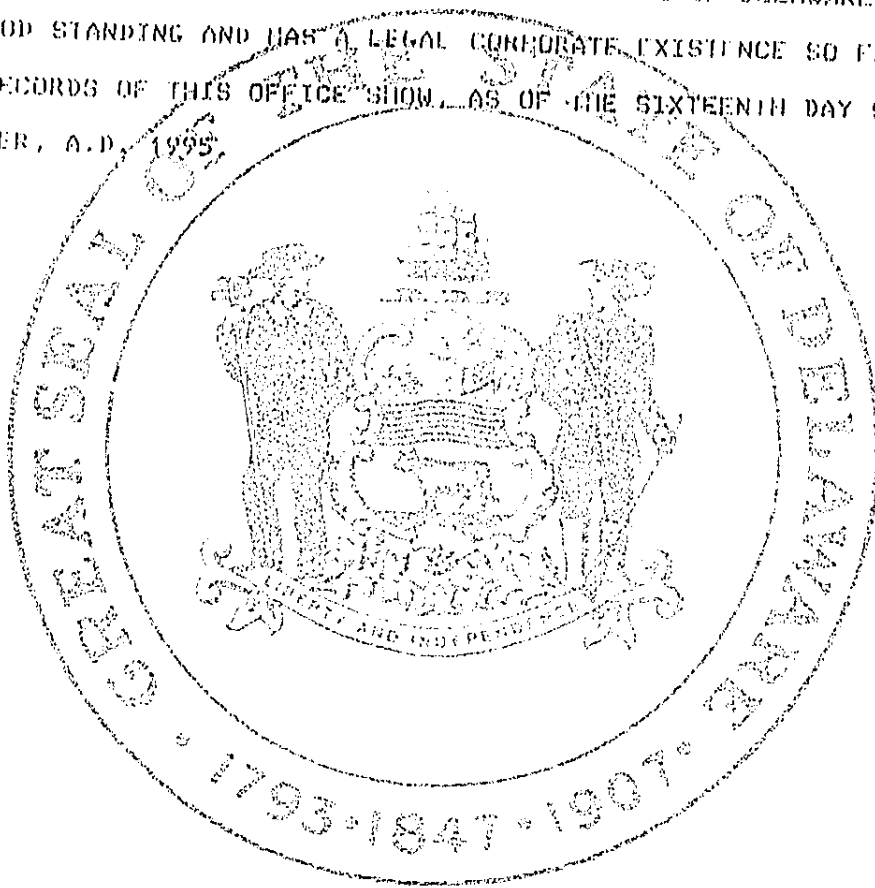
[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

L. N. Fisher, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLUOR DANIEL FLORIDA RAIL, 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 SIXTEENTH DAY OF OCTOBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 17 PM 4:25



Edward J. Freel

Edward J. Freel, Secretary of State

2552056 8300

950236981

AUTHENTICATION: 7675784

TE: 10-16-95

F9500000 5059

National Registered Agents, Inc.

VIA U.S. MAIL

January 20, 1997

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee FL 32314

800002067758--1
-01/24/97--01058--008
*****35.00 *****35.00

RE: FLUOR DANIEL FLORIDA RAIL, INC.

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process as soon as possible and return a filed stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or if I can help you in any way possible, please call.

Very truly yours,

CHARLES BACLET AND ASSOCIATES, INC.


Jean Paulsen
Client Specialist

Enclosures

FILED
97 JAN 24 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge

LET

1-29-97

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: Fluor Daniel Florida Rail, Inc.

1b. Date of incorporation: 10-17-95 Document number 795000005059

2. The name and address of the current registered agent and office:
The Prentice-Hall Corporation System, Inc.

1201 Rays Street, Suite 105, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

M. H. Fisher
SIGNATURE
November 29, 1996
DATE

L. M. Fisher, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT

NRAI Services, Inc.
SIGNATURE By: C. Baclet C. Baclet,
(Registered Agent) Vice President
DATE 1-20-97