

CSX
TRANSPORTATION
Patricia J. Aftora
Vice-President and Corporate Secretary

October 17, 1995

500 Water Street J160
Jacksonville, FL 32202
(904) 366-4242

Qualification/Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100001615121
-10/19/95--01038--002
*****70.00 *****70.00

Re: CSX Professional Services Group, Inc.

Gentlemen:

The enclosed "Application By Foreign Corporation for Authorization to Transact Business in Florida, "Certificate of Good Standing" 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:

Patricia J. Aftora
Vice-President and Corporate Secretary
CSX Transportation, Inc.
500 Water Street, S/C J-160
Jacksonville, FL 32202

Should you have any questions regarding this application, please call Joyce A. Dolan at (904) 366-4243. Thank you for your assistance.

Very truly yours,

Patricia J. Aftora

PJA:JAD/ms

Enclosures

cc to Mr. Peter Souza
Sales/Service Team Leader
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

- CT Corporation System has been named Registered Agent for this corporation in the State of Florida.

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DIVISION OF STATE
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**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 Professional Services Group, 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 3. 59-3307394
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 10, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 500 Water Street, S/C J-160
Jacksonville, FL 32202
(Current mailing address)

8. Computer technology and programming
(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:**

Name: CT 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.


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.

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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director
Chairman: J. F. Andrews

Address: 500 Water Street

Jacksonville, FL 32202

Director
Vice Chairman: R. D. Larizza

Address: 550 Water Street

Jacksonville, FL 32202

Director: Vacant

Address:

Director:

Address:

B. OFFICERS

President: J. F. Andrews

Address: 500 Water Street

Jacksonville, FL 32202

Vice President: R. D. Larizza

Address: 550 Water Street

Jacksonville, FL 32202

Vice President
& Secretary: P. J. Aftoora

Address: 500 Water Street

Jacksonville, FL 32202

Treasurer: M. E. Page

Address: 550 Water Street

Jacksonville, FL 32202

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.

Patricia J. Aftoora, Vice-President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CSX PROFESSIONAL SERVICES GROUP, 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 TWELFTH DAY OF OCTOBER, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7672298

10-12-95

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