

E96000000200

1201 HAYS STREET

800-444-8086

TAMPA, FL 33601

1-800-444-8086

1-800-444-8086



ACCOUNT NO. : 072100000032

REFERENCE : 799091 5017885

AUTHORIZATION :

COST LIMIT : \$ PREPAID

700001686887
-01/11/96--01052--024
*****35.00 *****35.00

ORDER DATE : January 11, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 799091

700001686887
-01/11/96--01052--025
*****35.00 *****35.00

CUSTOMER NO: 5017885

CUSTOMER: Scott S. Cairns, Esq
McGuire Woods Battle & Boothe
Suite 2750
50 N. Laura Street
Jacksonville, FL 32202

700001686887
-01/11/96--01052--026
*****8.75 *****8.75

FOREIGN FILINGS

X Rush -
need by noon -
if at all possible.
Please.
Thanks -
Lori.

NAME: THE INDIANA RAIL ROAD COMPANY

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 12 29
WCI/11

**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. THE INDIANA RAIL ROAD COMPANY

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. INDIANA

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

3. 35-1673889

(FEI number, if applicable)

4. MARCH 9, 1986

(Date of Incorporation)

5. PERPETUAL

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

6. FEBRUARY 1996 expected

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

7. P.O. Box 2464

INDIANAPOLIS, IN 46206-2464

(Current mailing address)

- 8. To construct, own, maintain, operate and improve within the State of Florida
as such line may now or in the future be situated.**
(Purpose(s) of corporation authorized in hom state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: SCOTT S. CAIRNS
Office Address: McGuire, Woods, Battle & Boothe
Suite 2750, 50 N. Laura Street
Jacksonville, _____, Florida, _____

32202
(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.


(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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas G. Hoback, President & Chief Executive OfficerAddress: The Indiana Rail Road Company
P.O. Box 2464, Indianapolis, IN 46206-24641414 S. West St.
2nd FL
46225Director: Steven A. Potter, AVP-Intercarrier Agreements
CSX TransportationAddress: 500 Water Street - J200Jacksonville, FL 32202Director: John M. Davis, Vice President & General Counsel
IWC Resources CorporationAddress: P.O. Box 1220
Indianapolis, IN 462061220 Waterway Blvd
In 46202Director: Jeffrey E. Stoops, President
Stoops Freightliner-Quality Trailer, Inc.Address: 1851 West Thompson Road
Indianapolis, IN 46217

B. OFFICERS

President: Thomas G. HobackAddress: P.O. Box 2464

same as above

Indianapolis, IN 46206-2464

Vice President: _____

Address: _____

Secretary: Louis E. MoschellAddress: P.O. Box 2464Indianapolis, IN 46206-24641414 S. West St.
2nd FL
46225

Treasurer: _____

Address: _____

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.

Louis E. Moschell, Corporate Secretary

(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

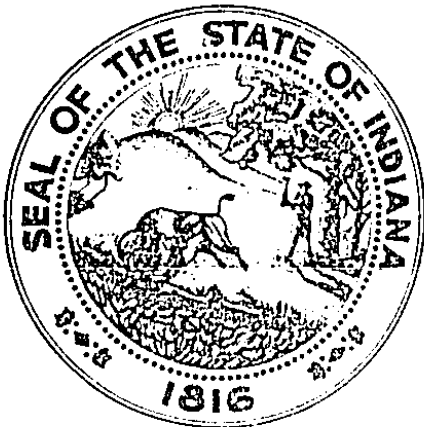
I further certify that records of this office disclose that

THE INDIANA RAIL ROAD COMPANY

filed Articles of Incorporation on March 03, 1986, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 12:29



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Tenth day of January, 1996.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

N
Deputy