

Mailed: March 7, 1999

F96000001242

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SEAPORT CENTRAL RAILROAD, 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:

Melanie L. Marks, Esq.
(Name of Person)

Bouhan, Williams & Levy, LLP
(Firm/Company)

Post Office Box 2139
(Address)

Savannah, Georgia 31402-2139
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Melanie L. Marks, Esq. at (912) 236-2491
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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:

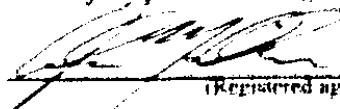
1. HEAPORT CENTRAL RAILROAD, INC.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. September 18, 1995
(Date of Incorporation)
5. 2096
(Duration: Year corp. will cease to exist or "perpetual")
6. Has not yet transacted business in Florida.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.155, F.S.))
7. 2701 Talleyrand Avenue
Jacksonville, Florida 32206
(Current mailing address)
8. _____
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: John Mullins

Office Address: 2701 Talleyrand Avenue
Jacksonville, Florida, 32206
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Frank R. Peoples

Address: 6001 Chatham Center Drive, Suite 350

Savannah, Georgia 31405

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: E. Gay Mayfield

Address: 6001 Chatham Center Drive, Suite 350

Savannah, Georgia, 31405

Vice President: John R. Benton, Jr.

Address: 6001 Chatham Center Drive, Suite 350

Savannah, Georgia 31405

Secretary: Debra M. Strouse

Address: 6001 Chatham Center Drive, Suite 350

Savannah, Georgia 31405

Treasurer: John R. Benton, Jr.

Address: 6001 Chatham Center Drive, Suite 350

Savannah, Georgia 31405

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

13. Debra M. Strouse
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Debra M. Strouse, Secretary
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 313, West Tower
2 Martin Luther King Dr. Dr.
Atlanta, Georgia 30334-1330

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PRINT DATE 1 02/01/1996
FORM NUMBER 1 211

MELANIE MARKS
PO BOX 2139
SAVANNAH GA 31402-2139

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SEAPORT CENTRAL RAILROAD, INC.
A TRANSPORTATION/TELECOMMUNICATION CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

