

CORPORATE SYSTEM

F96000002568

906 Olive Street  
St. Louis, MO 63101  
Tel 314 231 8300  
Fax 314 231 6454

May 15, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800001831878  
-05/21/96--01052--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **McHANN RAILROAD SERVICES, INC. OF MISSISSIPPI**  
(Mississippi Domestic)  
Order #: 530552

Counsel: Marcie Davant  
Butler Snow O'Mara Stevens & Cannada  
P.O. Box 22567  
Jackson, MS 39225-2567

Gentlemen:

As requested by counsel, we enclose for filing Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

*Bonnie L. Becker*

Bonnie L. Becker  
Technical Specialist

Enc.

95/22  
96 MAY 20 PM 1:53  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. McHann Railroad Services, Inc. of Mississippi  
(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. Mississippi  
(State or country under the law of which it is incorporated)
3. 64-0822904  
(FEI number, if applicable)
4. January 4, 1993  
(Date of Incorporation)
5. Perpetual  
(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 817.156, F.S.))
7. Post Office 229, Edwards, Mississippi 39066  
  
(Current mailing address)
8. railroad construction & maintenance  
(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: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
  
Plantation, Florida, 33324  
(Zip Code)

**10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System



(Registered agent's signature) (Officer)

Jonathan L. Miles, Assistant Secretary

(Type Name and Title of Officer)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 20 PM 1:53

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: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**B. OFFICERS**

President: see attached list of officers

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. William Brian McHann  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Brian McHann, President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 20 PM 1:53

Appendix to Florida  
Application by Fgn. Corp. for Authorizallon to Transact Business in Florida

**Directors of  
McHann Railroad Services, Inc. of Mississippi**

---

1. William Brian McHann  
I-20 West Frontage Road  
Edwards, Mississippi 39066
2. Bill McHann, Jr.  
I-20 West Frontage Road  
Edwards, Mississippi 39066
3. William J. Vanderberry  
I-20 West Frontage Road  
Edwards, Mississippi 39066
4. Annette Lee McHann  
I-20 West Frontage Road  
Edwards, Mississippi 39066

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 20 PM 1:53

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
McHann Railroad Services, Inc. of Mississippi**

---

1. William Brian McHann, President  
I-20 West Frontage Road  
Edwards, Mississippi 39066
2. Bill McHann, Jr., Vice President  
I-20 West Frontage Road  
Edwards, Mississippi 39066
3. William J. Vanderberry, Vice President and Secretary  
I-20 West Frontage Road  
Edwards, Mississippi 39066
4. Annette Lee McHann, Treasurer  
I-20 West Frontage Road  
Edwards, Mississippi 39066

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 20 PM 1:53

# STATE OF MISSISSIPPI

## SECRETARY OF STATE'S OFFICE

ERIC CLARK  
SECRETARY OF STATE  
JACKSON, MISSISSIPPI

### CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on January 04, 1993 the state of Mississippi issued a Charter/Certificate of Authority to:

MCHANN RAILROAD SERVICES, INC. OF MISSISSIPPI

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Article of Incorporation, Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand  
and seal of office  
May 07, 1996

*Eric Clark*

ERIC CLARK  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 20 PM 1:58