

RailAmerica
F 98000000361

December 22, 1997

Corporate Headquarters
301 Yamato Road, Suite 1190
Boca Raton, Florida 33431
561/994-6015
Fax: 561/994-4629, 561/994-3929

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

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-01/20/98--01027--001
*****70.00 *****70.00

Dear Sir / Madame:

Re: Rail Operating Support Group, Inc.

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:

Marc Jacobowitz
RailAmerica, Inc.
301 Yamato Road, Suite 1190
Boca Raton, FL 33431

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98 JAN 20 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, do not hesitate to call me at the above telephone number.

Sincerely,

RAILAMERICA, INC.

Marc Jacobowitz

Marc Jacobowitz
Tax Manager

Enc.

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12/21

**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. RAIL OPERATING SUPPORT 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

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

3. 65-0797247

(FEI number, if applicable)

4. NOVEMBER 10, 1997

(Date of Incorporation)

5. PERPETUAL

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

6. JANUARY 1, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 301 YAMATO ROAD, SUITE 1190

BOCA RATON FL 33431

(Current mailing address)

8. RAILROAD MANAGEMENT SERVICES

(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: C T Corporation System

Office Address: 1200 S. Pine Island Rd.

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.**

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: GARY O. MARINO

Address: 301 YAMATO ROAD, SUITE 1190

BOCA RATON, FL 33431

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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TALLAHASSEE FLORIDA

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

President: GARY O. MARINO

Address: 301 YAMATO ROAD, SUITE 1190

BOCA RATON, FL 33431

Vice President: DONALD D. REDFEARN

Address: 301 YAMATO ROAD, SUITE 1190

BOCA RATON, FL 33431

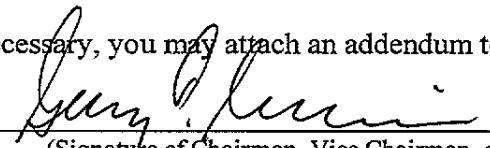
Secretary: DONALD D. REDFEARN

Address: SAME

Treasurer: GARY O. MARINO

Address: SAME

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)

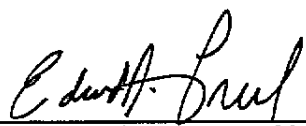
14. GARY O. MARINO

(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 "RAIL OPERATING SUPPORT 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 TENTH DAY OF JANUARY, A.D. 1998.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8859457

DATE: 01-10-98

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98 JAN 20 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA