

F990000000474



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 109520 4311859

AUTHORIZATION :

*Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : January 22, 1999

ORDER TIME : 11:37 AM

700002753647--6

ORDER NO. : 109520-010

CUSTOMER NO.: 4311859

CUSTOMER: Shawn Bannister, Legal Asst  
Haythe & Curley  
237 Park Ave.  
20th Floor  
New York, NY 10017-3142

FOREIGN FILINGS

NAME: GEORGIA & FLORIDA RAILNET,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

AL JAN 25 1999

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JAN 25 PM 1:03

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 25 PM 1:47

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

1. Georgia & Florida RailNet, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 29, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2350 Airport Freeway  
Bedford, Texas 76022  
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized under the Florida General Corporation Act and the general Corporation Law of the State of Delaware  
~~If purpose 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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

By: John S. Hoenigmann  
(Registered agent's signature)  
John S. Hoenigmann, Asst. V.P.

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: Robert F. McKenney  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Director  
~~Vice Chairman~~ Roger H. Nelson  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Director: Roger H. Nelson  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Director: William E. Glavin  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022

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

President: Roger H. Nelson  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Vice President: William E. Glavin  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Secretary: William E. Glavin  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022  
Treasurer: William E. Glavin  
Address: 2350 Airport Freeway, Suite ~~230~~ 300  
Bedford, Texas 76022

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99 JUN 25 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

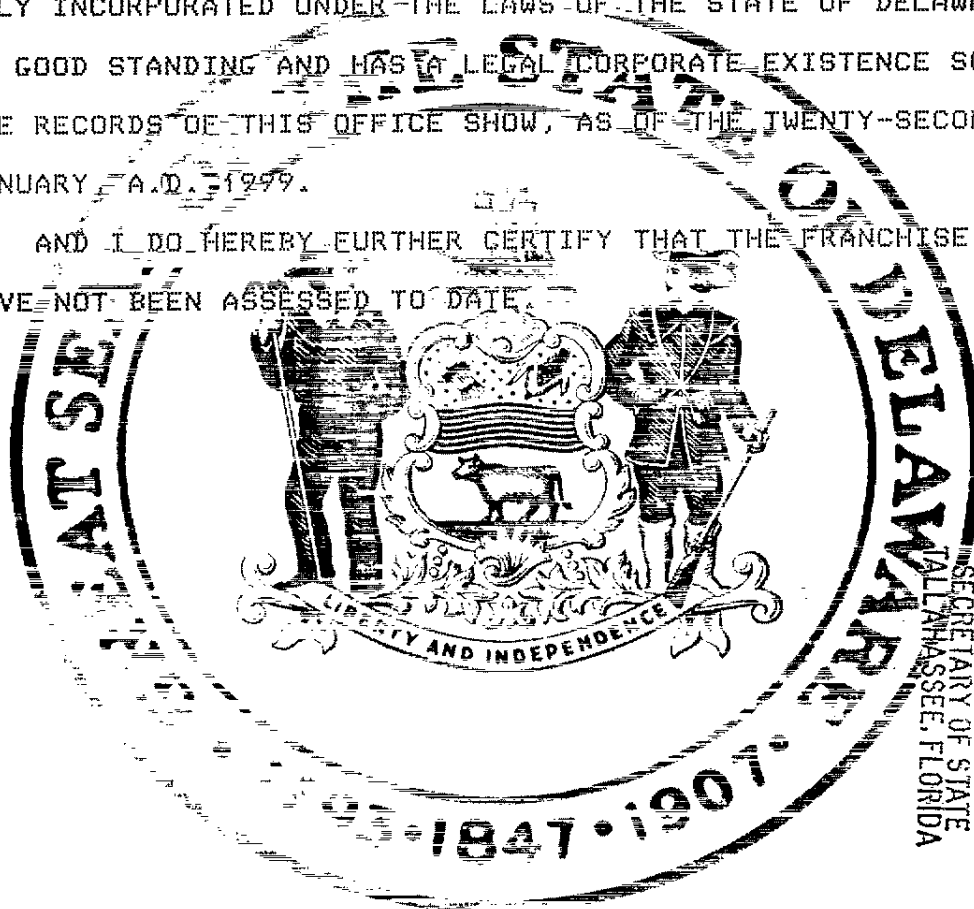
13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)
14. Robert F. McKenney, Chairman of the Board and CEO  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEORGIA & FLORIDA RAILNET, 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 TWENTY-SECOND DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
99 JAN 25 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2986251 8300

DATE:

9536363

991027840

01-22-99