

CT CORPORATION SYSTEM

H67305

120 South Central Avenue

Clayton, MO 63105

Tel. 314 863 5545

Fax 314 863 1578 June 27, 2000

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

400003312374--2
-07/05/00--01012--005
*****35.00 *****35.00

RE: ATLANTA & SAINT ANDREWS BAY RAILWAY COMPANY
Order # 2242403

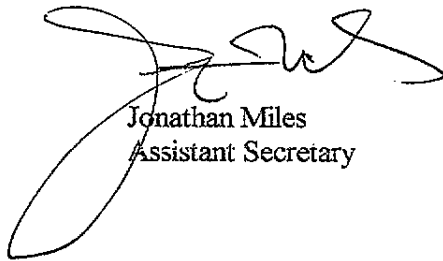
Dear Sir/Madam:

Enclosed for filing on behalf of the above entity are the following papers:

CHANGE OF REGISTERED AGENT TO CT

A check to cover the filing fee, if required, is attached. Please forward the usual evidence of filing to my attention.

Very truly yours,



Jonathan Miles
Assistant Secretary

FILED
00 JUL -3 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
7/18

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Atlanta & Saint Andrews Bay Railway Company

2. The mailing address of the corporation is: 8182 Maryland Ave., St. Louis, Mo. 63105

3. Date of incorporation/qualification: 7-19-85

Document number: H67305

4. The name and address of the current registered agent and office:

Glenn B. Harvey

1 Everitt Ave., P. O. Box 2775

Panama City, FL 32402

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

C T Corporation System

1200 S. Pine Island Road

Plantation, Fla. 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

6-23-00

(Date)

Craig A. Hunt V.P. General Counsel & Secretary

(Printed or typed name and title)

6-23-00

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

(Signature of Registered Agent)

6-26-00

(Date)

If signing on behalf of an entity:

Jonathan Miles

(Typed or Printed Name)

Assistant Secretary

(Capacity)

CR2E045(4/95)

FILING FEE: \$35.00