

L000000010825

Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, FL 32301 222-7200
City/State/Zip Phone #

100003386311--8

-09/08/00--01037--005

****190.00 ****190.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida East Coast Railway, L.L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 9.8.00

☒ Certified Copy (2)

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status (1)

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

00 SEP -8 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

(3) filed, stamped
copies

Thank you
RECEIVED
00 SEP -8 AM 10:23
TALLAHASSEE, FLORIDA

Examiner's Initials

VB
9-8-00

**ARTICLES OF ORGANIZATION
OF
FLORIDA EAST COAST RAILWAY, L.L.C.**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I

NAME

The name of the limited liability company (the "Company") is:

FLORIDA EAST COAST RAILWAY, L.L.C.

ARTICLE II

ADDRESS

The initial mailing and street address of the Company is One Malaga Street, St. Augustine, Florida 32084.

ARTICLE III

REGISTERED AGENT

The name and street address of the initial registered agent of the Company are:

Heidi J. Eddins
One Malaga Street
St. Augustine, Florida 32084

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

MANAGEMENT

The Company is to be a manager-managed Company.

ARTICLE V

TERM

The existence of the Company shall commence upon filing of these Articles of Organization with the Florida Department of State and its duration shall be perpetual unless and until dissolved as required by the Act or as provided in the Operating Agreement (as that term is herein after defined).

ARTICLE VI

OPERATING AGREEMENT

The member shall have the power to adopt, alter, amend or repeal an operating agreement as contemplated by the Act (the "Operating Agreement"). The Operating Agreement adopted by the member may be amended, repealed, or altered or a new Operating Agreement may be adopted, from time to time by the member.

ARTICLE VII

LIMITED LIABILITY

No member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

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RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FILED

IN WITNESS WHEREOF, the undersigned, being a Member of the Company has executed these Articles of Organization this 1st day of September, 2000.

MEMBER
FLORIDA EAST COAST INDUSTRIES, INC.

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Executive Vice President

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is:

FLORIDA EAST COAST RAILWAY, L.L.C.

2. The name and the Florida street address of the registered agent are:

Heidi J. Eddins
One Malaga Street
St. Augustine, Florida 32084

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent:


Heidi J. Eddins

00 SEP -8 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVED
A.I.D.
FILED