

L00000010825

Rogers, T. W., Et al. Mar 08
Request for Name

100 S. Monroe Street

Address

Tallahassee, FL 32301 222 7200

City/State/Zip

Phone #

Office Use Only

FILED STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 11:02
EFFECTIVE DATE
10/2/00

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

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

2. # L00000010825
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. 700A0W48890
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 9.15.00

☐ Will wait

☐ Photocopy

☒ Certified Copy 15

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input 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 checked="" 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 |

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CF - 60.00
CERT 450.00

Examiner's Initials

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TALLAHASSEE, FLORIDA
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10/2/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA EAST COAST RAILWAY COMPANY, a Florida corporation, (001203)

INTO

FLORIDA EAST COAST RAILWAY, L.L.C., a Florida entity, L00000010825

File date: September 15, 2000, effective October 2, 2000

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER
of
FLORIDA EAST COAST RAILWAY COMPANY
into
FLORIDA EAST COAST RAILWAY, L.L.C.

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These Articles of Merger are submitted in accordance with Florida Statutes §608.4382 and §607.1109.

1. The surviving company is Florida East Coast Railway, L.L.C., a Florida limited liability company.
2. The merging corporation is Florida East Coast Railway Company, a Florida corporation.
3. The plan of merger is attached hereto as Exhibit A and by this reference is made a part hereof.
4. The plan of merger was adopted by the sole Member of the surviving company on September 15, 2000.
5. The plan of merger was adopted by the sole Shareholder of the merging corporation on September 15, 2000.
6. The merger shall become effective on October 2, 2000, or, if later, the date these Articles of Merger are filed with the Florida Department of State.

EFFECTIVE DATE
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IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of this 15th day of September, 2000.

**FLORIDA EAST COAST RAILWAY
COMPANY**, a Florida corporation

By: [Signature]
Name: Robert W. Anestis
Its: Chairman, Chief Executive Officer

**FLORIDA EAST COAST RAILWAY,
L.L.C.**, a Florida limited liability company

By: [Signature]
Name: Heidi J. Eddins
Its: Secretary

Draft Date: August 30, 2000

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger dated as of this 15th day of September, 2000, constitutes the plan for the merger of **FLORIDA EAST COAST RAILWAY COMPANY**, a Florida corporation, into **FLORIDA EAST COAST RAILWAY, L.L.C.**, a Florida limited liability company. **FLORIDA EAST COAST RAILWAY, L.L.C.** is to be the surviving entity.

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BACKGROUND

A. Florida East Coast Railway Company is a Florida corporation and is owned in its entirety by Florida East Coast Industries, Inc., a Florida corporation.

B. Florida East Coast Railway, L.L.C. is a Florida limited liability company owned in its entirety by, and having as its sole member, Florida East Coast Industries, Inc.

C. For good and valid business reasons and purposes, Florida East Coast Industries, Inc., Florida East Coast Railway Company and Florida East Coast Railway, L.L.C. are desirous of causing Florida East Coast Railway Company to be merged into and with Florida East Coast Railway, L.L.C., with Florida East Coast Railway, L.L.C. being the surviving entity and remaining owned in its entirety by Florida East Coast Industries, Inc.

MERGER PROVISIONS

1. In accordance with the provisions of this Plan of Merger and the Florida Statutes §607.1101 and §608.438, at the Effective Time (as defined below), **FLORIDA EAST COAST RAILWAY COMPANY** shall be merged into **FLORIDA EAST COAST RAILWAY, L.L.C.** (the "Merger"), and the separate corporate existence of **FLORIDA EAST COAST RAILWAY COMPANY** shall cease and **FLORIDA EAST COAST RAILWAY, L.L.C.** (the "Surviving

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Company”) shall continue its existence as a Florida limited liability company pursuant to the laws of Florida (**FLORIDA EAST COAST RAILWAY COMPANY** and **FLORIDA EAST COAST RAILWAY, L.L.C.** are herein collectively referred to as the “Constituent Entities”).

2. The Merger shall become effective as of October 2, 2000, or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the “Effective Time”).

3. The Surviving Company shall possess and retain every interest in all assets and property of every description of each of the Constituent Entities. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Articles of Organization of **FLORIDA EAST COAST RAILWAY, L.L.C.** in effect immediately prior to the Effective Time shall continue without change and be the Articles of Organization of the Surviving Company.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the issued and outstanding shares of common stock of **FLORIDA EAST COAST RAILWAY COMPANY** shall be cancelled and **FLORIDA EAST COAST INDUSTRIES, INC.** shall remain the sole owner and member of **FLORIDA EAST COAST RAILWAY, L.L.C.**

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7. This Plan of Merger may be abandoned at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the Merger by:

- (a) the Board of Directors of Florida East Coast Industries, Inc. followed by written notice of such action to the Constituent Entities;
- (b) the Board of Directors of Florida East Coast Railway Company followed by written notice of such action to Florida East Coast Industries, Inc. and Florida East Coast Railway, L.L.C.; or
- (c) the Managers of Florida East Coast Railway, L.L.C. followed by written notice of such action to Florida East Coast Industries, Inc. and Florida East Coast Railway Company.

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10/2/00

CERTIFICATION

FLORIDA EAST COAST RAILWAY, L.L.C. hereby certifies that the foregoing Plan of Merger was approved by the sole member of **FLORIDA EAST COAST RAILWAY, L.L.C.** on the 15th day of September, 2000.

FLORIDA EAST COAST RAILWAY, L.L.C.

By: Heidi J. Eddins
Name: Heidi J. Eddins
Its: Secretary

CERTIFICATION

FLORIDA EAST COAST RAILWAY COMPANY hereby certifies that the foregoing Plan of Merger was approved by the Board of Directors of **FLORIDA EAST COAST RAILWAY COMPANY** on the 16th day of September, 2000.

**FLORIDA EAST COAST RAILWAY
COMPANY**

By: 

Name: Robert W. Anestis

Its: Chairman, Chief Executive Officer

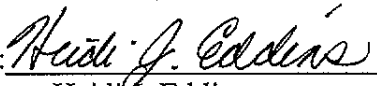
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EFFECTIVE DATE
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CERTIFICATION

FLORIDA EAST COAST INDUSTRIES, INC. hereby certifies that the foregoing Plan of Merger was approved by the Board of Directors of **FLORIDA EAST COAST INDUSTRIES, INC.**, on the 15th day of September, 2000.

**FLORIDA EAST COAST
INDUSTRIES, INC.**

By: 

Name: Heidi J. Eddins

Its: Executive Vice President