

Florida Department of State
 Division of Corporations
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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

TLS-Rail Logistics LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA.

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TLA-Rail Logistics LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-4819811
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. May 3, 2006 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration. (See sections 608.501 & 608.502 F.S. to determine penalty liability))

7. 155 St. John's Business Place, Suite 204
St. Augustine, Florida 32095
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

TranLoad America Inc.
76 South Orange Avenue, Suite 208
South Orange, New Jersey 07079

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful business purposes permitted or authorized under the Florida Statutes.

DC Stoller
Signature of a member or an authorized representative of a member.
(In accordance with section 601.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
David C. Stoller, CEO of TranLoad America Inc.
Typed or printed name of signer

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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:

TLA: Rail Logistics LLC

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

CT Corporation System
(Name)
1200 South Pine Island Road
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)
Plantation, Florida 33324
City/State/Zip

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MAY 10 2006
TALLAHASSEE
FLORIDA

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 as provided for in Chapter 608, Florida Statutes.

CT Corporation System
By: Barbara A Burke
(Signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Delaware

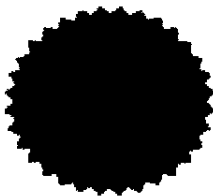
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TLA-RAIL LOGISTICS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 2006.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4724571

DATE: 05-05-06

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