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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

2. Delaware (Iurisdiction under the law of which foreign limited liability company is organized) 4. December 13, 2007 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 6. Date of Qualification (Date first transacted business in Florida, if prior to registration) (See sections 508.501 & 608.502 F.S. to determine penalty liability) 7. 10151 Deerwood Park Blvd, Building 100, Suite 360, Jacksonville, Florida 32256 (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: FLORIDA EAST COAST RAILWAY, L.L.C. c/o Florida East Coast Industries, Inc. 10151 Deerwood Park Blvd, Building 100, Suite 360, Jacksonville, Florida 32256 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 ortho of the translator mast be submitted) 11. Nature of business or purposes to be conducted or promoted in Florida: Ownership of real property interests. August August Characteristics for permy that the facts stated berein are true.) 1	FDG RAIL HOLDINGS 10 LLC	AS 07
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.") 2. Delaware (Murisdiction under the law of which foreign limited liability company is organized) 4. December 13, 2007 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 7. Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 10151 Deerwood Park Blvd, Building 100, Suite 360, Jacksonville, Florida 32256 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: FLORIDA EAST COAST RAILWAY, L.L.C. c/o Florida East Coast Industries, Inc. 10151 Deerwood Park Blvd, Building 100, Suite 360, Jacksonville, Florida 32256 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: Ownership of real property interests. A. J.	(Name of Foreign Limited Liability Company; must include "Limited Liab	ility Company," "L.L.C.," of "It.C.")
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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 Com	pany is:	
FDG RAIL HOL	DINGS 10 LLC		
If name unavailable	, the alternate name to	be used in the state of Florida is:	
2. The name and the	e Florida street address	s of the registered agent and office are:	-
Co	orporation Service C	Company	
		(Name)	-
12	01 Hays Street		
	Florida Street Ad	idress (P.O. Box <u>NOT</u> ACCEPTABLE)	-
Ta	llahassee	FL 32301	
		City/State/Zip	-

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.

Corporation Service Company

BY: Out Of Control As its agent

(Signature)

Amanda Roath
As its agent

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

Delaware

PAGE :

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FDG RAIL HOLDINGS 10 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FDG RAIL HOLDINGS 10 LLC" WAS FORMED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2007.

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

4473693 8300

071330758

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 6244422

DATE: 12-17-07

Varuet Smith Hinden

You may verify this certificate online at corp.delaware.gov/authver.shtml