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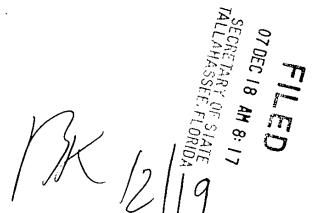


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ACCOUNT NO. : 07210000032 REFERENCE : 364626 4312639 AUTHORIZATION : COST LIMIT : PREPAID ORDER DATE: December 17, 2007 ORDER TIME : 9:39 AM ORDER NO. : 364626-005 CUSTOMER NO: 4312639 FOREIGN FILINGS NAME: FDG ROW HOLDINGS LLC etal *36*_ QUALIFICATIONS (TYPE: LL) PLEASE RETURN THE FOLLOWING AS PROOF OF FILING FOR EACH: XX CERTIFIED COPY XX CERTIFICATE OF GOOD STANDING CONTACT PERSON: Amanda Roath -- EXT# 2955 EXAMINER:

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. FDG RAIL HOLDINGS 19 LLC	• • • • • • • • • • • • • • • • • •
(Name of Foreign Limited Liability Company; must in	nclude "Limited Liability Company," "L.L.C.," or "LLC.")
	750
	rpose of transacting business in Florida and attach a copy of the written alternate name. The alternate name must include "Limited Liability"
2. Delaware	3
(Jurisdiction under the law of which foreign limited liabili company is organized)	ty (FEI number, if applicable)
4. December 13, 2007	5. Perpetual
(Date of Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of Qualification	
(Date first transacted business in (See sections 608.501 & 608.502	Florida, if prior to registration.) P.S. to determine penalty liability)
7. 10151 Deerwood Park Blvd, Building 10	00, Suite 360, Jacksonville, Florida 32256
(Street Addr	ess of Principal Office)
0. 701 % 111 111.	
8. If limited liability company is a manager-manager	ged company, check here
9. The name and usual business addresses of the m	nanaging 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 10	00, Suite 360, Jacksonville, Florida 32256
	90 days old, duly authenticated by the official having custody of records in copy is not acceptable. If the certificate is in a foreign language, a submitted.)
11. Nature of business or purposes to be conducted	l or promoted in Florida: Ownership of real
property interests.	
(In accordance with section 608.408(3	authorized representative of a member.), F.S., the execution of this document constitutes perjury that the facts stated herein are true.)
Meidi J. Edd	ins
Typed or prin	ted name of signee

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.

FDG RAIL HO	LDINGS 19 LLC		
If name unavailabl	e, the alternate name to	be used in the state of Florida is:	
2. The name and t	he Florida street addres	ss of the registered agent and office are:	
C	Corporation Service (Company	
		(Name)	
1	201 Hays Street		
	Florida Street A	ddress (P.O. Box NOT ACCEPTABLE)	
Ţ	allahassee	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: Or Office Company
(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

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FDG RAIL HOLDINGS 19 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 19 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.

4473697 8300

071330758

Warriet Smith Hindson
Harriet Smith Windson, Secretary of State

AUTHENTICATION: 6244431

DATE: 12-17-07

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