### Florida Department of State

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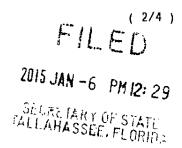
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#### Foreign Limited Liability Company International Rail Partners LLC

| Certificate of Status | 0        |
|-----------------------|----------|
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$155.00 |

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

| International Rail Partners LLC  | •  |  |  |    |
|--|--|--|--|----|
| (Name of Poreign Limite  | d Liability Company; must incli  | udo "Limked Llabill  | ty Company, ""LLC." or "LLC.")   |    |
| (If name unavailable, enter sitemate name adopted for the purpose of transacting business in Florida. The alternate many must include "Limited Liability Company," "L.L.C." or "LLC.") |  |  |  |    |
| 2. Delaware  | :  | 3. N/A   |  |    |
| (Jurisdiction under the law of which company is organized)   | toreign limited liability  |  | (Fill number, if applicable)   |    |
| 4. Upon filing   |  |  |  |    |
| (Seo   | Date first transacted business in<br>sections 605,0904 & 605,0905,   | Florida, if prior to n<br>, P.S. to determine p  | gstration.)<br>enalty Hobility)  |    |
| 5. One Boca Place - 2255 Glades  | Road, Suite 111 P. Hoca Rat  | ion, Florida 33431   |  |    |
|  |  |  |  |    |
|  | (Street Address  | of Principal Office)   |  |    |
| 6  |  |  | **************************************   |    |
| One Boca Place - 2255 Cludes I   | Road, Suite 111 B, Boon Rat  | on, Plorida 33431  | •  |    |
|  | (Maxi)   | ng Address)  |  |    |
| 7. The name, title or capacity   | and address of the pors  | on(s) who has/   | have authority to manage is/are:   |    |
| Gary O. Marino, Manager - One Bo   | on Piaca - 2255 Glades Ross  | d. Sulta 111 R. Ros  | ra Reton, Piorida 33431  |    |
| det) - m- may raming - out to  |  | o, 0   | × 101001, 10100 23 13 1  |    |
|  |  |  |  |    |
|  |  | •  | •  |    |
| having custody of records in the acceptable. If the certificate is must be submitted)  (la scourtage with section 605,0203, F.S., 0  | ie jurisdiction under the in a foreign language, a language, a language, a language of lan | law of which is<br>translation of the<br>translation of the<br>authorized per<br>lause or alforation w | ys old, duly authenticated by the official is organized. (A photocopy is not the certificate under oath of the translated beauthout the penalties of pertury that the facts stated berein and address follows as provided for in a \$17.133, F.B.) | or |
| Gary O. N  | farino, Manager  |  |  |    |
| ,  | Typed or printed   | name of signer   | · · · · · · · · · · · · · · · · · · ·  |    |

2015 JAN -6 PM 12: 29

SECRETARY OF STATE TALLAHASSDE, FLORIDA

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

|                 | of the Limited Liability   | y Company is:                                   |             |
|-----------------|----------------------------|---|-------------|
| International R | Lail Partners LLC          |   |             |
| If unavailabl   | e, the alternate to be use | ed in the state of Florida is:                  |             |
| 2. The name     | and the Florida street a   | address of the registered agent and office are: | <del></del> |
| ·               | C T Corporation System     | ·   |             |
|                 | 1200 South Pine Island     | (Name)  |             |
|                 |                            | Street Address (P.O. Box NOT ACCEPTABLE)        |             |
| •               | Plantation                 | PI, 33324                                       |             |
|                 |                            | 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 605, Florida Statutes.

| <b>10</b> .5.          | C.F. Corporation System | Angel Shearer  Assistant Secretary |
|------------------------|-------------------------|------------------------------------|
| By: (MIC) Shows Signal |                         | Assistant Secretary                |

\$ 100.00 Filing Fee for Application

S 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HERBY CERTIFY "INTERNATIONAL RAIL PARTNERS 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 SIXTH DAY OF JANUARY, A.D. 2015.

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

5663410 8300

150014949

You may vorify this cortificate enline at corp. dolaware.gov/authvor.shtml

AUTHENTY CATION: 2014255

DATE: 01-06-15