

PO60000001428

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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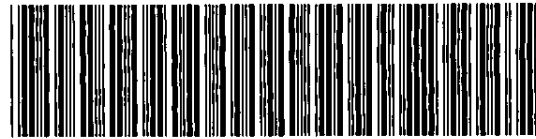
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEPARTMENT OF
13 DEC -2 PM 1:45
13 DEC -2 PM 1:16

Conversion/CC
10 12/3/13

(CT Corporation System)

December 2, 2013

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8974073 SO
Customer Reference 1: 163940-9
Customer Reference 2: .

Dear Department of State, Florida :

Please obtain the following:

Florida East Coast Industries, Inc. (FL)
Conversion
Florida

Florida East Coast Industries, Inc. ~~(FL)~~ ^{LLC} Delaware
Obtain Document - Misc - Certified copy of conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 . Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 DEC -2 PM 1:16

CERTIFICATE OF CONVERSION
(this "Certificate")

FOR

FLORIDA EAST COAST INDUSTRIES, INC.

INTO

FLORIDA EAST COAST INDUSTRIES, LLC

DATED: DECEMBER 2, 2013

The undersigned duly authorized officer, on behalf of Florida East Coast Industries, Inc., a Florida corporation (the "Converting Corporation"), and for the purpose of converting the Converting Corporation from a Florida corporation into a Delaware limited liability company pursuant to Sections 607.1112 and 607.1113 of the Florida Business Corporation Act (the "FBCA") and applicable Delaware law, certifies that:

1. The Converting Corporation has been converted (the "Conversion") into Florida East Coast Industries, LLC, a Delaware limited liability company (the "Converted Entity"), in compliance with the FBCA, and the Conversion complies with the applicable Delaware laws governing the Converted Entity.
2. The plan of conversion was approved by the Converting Corporation in accordance with the FBCA.
3. The effective date of the Conversion shall be the date on which this Certificate is filed with the Department of State of the State of Florida.
4. The address of the principal office of the Converted Entity in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801.
5. The Converted Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Converting Corporation, including any appraisal rights of shareholders of the Converting Corporation under Sections 607.1301-607.1333 of the FBCA, and the street and mailing address of the office which the Department of State may use for purposes of Section 607.1114(4) of the FBCA is the address set forth above in Item 4 of this Certificate.
6. The Converted Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607.1301-607.1333 of the FBCA.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first set forth above.

FLORIDA EAST COAST INDUSTRIES, INC.

By: _____

Name: _____

Title: _____


Kileen O.P. Cobb
Executive Vice President