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**MERGER OR SHARE EXCHANGE**

**Florida East Coast Holdings Corp.**

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**ARTICLES OF MERGER  
OF  
GMXT FLORIDA MERGER SUB, INC.  
WITH AND INTO  
FLORIDA EAST COAST HOLDINGS CORP.**

Florida East Coast Holdings Corp., a Florida corporation (the "Surviving Corporation"), pursuant to Section 607.1105(1) of the Florida Business Corporation Act (the "Act"), hereby delivers these Articles of Merger (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the merger of GMXT Florida Merger Sub, Inc., a Florida corporation (the "Disappearing Corporation"), with and into the Surviving Corporation (the "Merger"), the Surviving Corporation and the Disappearing Corporation have caused their respective duly authorized officers to execute and deliver these Articles.

**ARTICLE I**

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS  
OF THE CONSTITUENT CORPORATIONS**

The name, principal address and jurisdiction of each of the constituent corporations involved in the Merger is as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Document Number</u>
<i>Surviving Corporation:</i>			
Florida East Coast Holdings Corp. c/o Fortress Investment Group LLC 1345 Avenue of the Americas, 46th Floor New York, New York 10105	Florida	Corporation	P11000002995
<i>Disappearing Corporation:</i>			
GMXT Florida Merger Sub, Inc. c/o GMéxico Transportes, S.A. de C.V. Bosque de Ciruelos No. 99 Col. Bosques de las Lomas 11700 Ciudad de México, México	Florida	Corporation	P17000028053

**ARTICLE II**

**PLAN OF MERGER**

Pursuant to Section 607.1105(1)(a), attached hereto as Exhibit A is the Plan of Merger adopted by the Disappearing Corporation and the Surviving Corporation (the "Plan of Merger"), in accordance with the applicable provisions of the Act.

### ARTICLE III

#### EFFECTIVE DATE AND TIME

The Merger will be effective as of the date and time of filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

### ARTICLE IV

#### APPROVALS

##### 4.1 Disappearing Corporation.

Pursuant to Section 607.1103 of the Act, (a) the Disappearing Corporation's board of directors adopted, approved, authorized, confirmed, consented to, ratified and recommended the Merger, the Plan of Merger and these Articles by resolutions adopted at a special meeting of the board of directors held on March 31, 2017, and (b) the Disappearing Corporation's sole shareholder adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Written Consent of the Sole Stockholder in Lieu of a Special Meeting dated March 31, 2017.

##### 4.2 Surviving Corporation.

Pursuant to Section 607.1103 of the Act, (a) the Surviving Corporation's directors adopted, authorized, confirmed, consented to, ratified and recommended the Merger, the Plan of Merger and these Articles by a Written Consent of the Directors of the Surviving Corporation dated March 24, 2017, and (b) a majority of the Surviving Corporation's shareholders approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by a Written Consent of the Shareholders of the Surviving Corporation in Lieu of a Special Meeting dated March 24, 2017.

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The constituent corporations have caused these Articles to be executed and delivered by their respective duly authorized officers.

**SURVIVING CORPORATION:**

**FLORIDA EAST COAST HOLDINGS CORP.**

By: 

Name: John Pahrenholt  
Title: manager

*[Signature Page to Articles of Merger]*

**DISAPPEARING CORPORATION:**

**GMXT FLORIDA MERGER SUB, INC.**

By: 

Name: Francisco Jurado Martínez  
Title: Authorized Officer

By: 

Name: Genaro Guerrero Díaz Mercado  
Title: Authorized Officer

H17000172979 3

**EXHIBIT A**

Plan of Merger

See attached.

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## PLAN OF MERGER

### 1.1 The Merger.

As of the Effective Time (defined below), GMXT Florida Merger Sub, Inc., a Florida corporation (the "Disappearing Corporation"), will be merged with and into Florida East Coast Holdings Corp., a Florida corporation (the "Surviving Corporation") at the Effective Time (as defined in Section 1.2) (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Corporation will cease and the Surviving Corporation will continue as the surviving corporation of the Merger. The Surviving Corporation's name will remain unchanged by the Merger.

### 1.2 Effective Time of the Merger.

The Merger will be effective as of the date and time of filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

### 1.3 Effect of the Merger.

Except as expressly provided elsewhere in this Plan of Merger, the Disappearing Corporation and the Surviving Corporation will be affected by the Merger in the manner provided by the Florida Business Corporation Act (the "Act"), including Section 607.1106 of the Act.

### 1.4 Articles of Incorporation of the Surviving Corporation.

(a) Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall be, from and after the Effective Time, amended and restated as set forth in Exhibit A attached hereto, until thereafter changed or amended as provided therein or by applicable law.

(b) Bylaws. The bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the bylaws of the Disappearing Corporation from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

### 1.5 Directors and Officers of the Surviving Corporation.

(a) Directors. The directors of the Disappearing Corporation immediately prior to the Effective Time shall become the directors of the Surviving Corporation from and after the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

(b) Officers. The officers of the Surviving Corporation immediately prior to the Effective Time shall continue to be the officers of the Surviving Corporation from and after the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified, as the case may be.

### 1.6 Disappearing Corporation's Shares.

At the Effective Time, by virtue of the Merger and without any further action on the part of any holder of any shares of capital stock or other equity interests of the Disappearing Corporation, each share of common stock, par value \$0.01 per share, of the Disappearing Corporation issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share, par value \$0.01 per share, of the common stock of the Surviving Corporation.

**1.7 The Surviving Corporation's Shares.**

At the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of common stock, par value \$0.01 per share, of the Surviving Corporation ("Common Stock"):

(i) Each share of Common Stock that is owned by GMéxico Transportes, S.A. de C.V. ("Original Parent"), GMXT US, Inc., a Delaware corporation ("Parent"), the Surviving Corporation or the Disappearing Corporation shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor; and

(ii) Each issued and outstanding share of Common Stock (other than shares of Common Stock canceled in accordance with clause (i) and any shares of Common Stock that are held by a holder who has not voted to approve the Merger or consented thereto in writing and has the right to exercise and has properly exercised appraisal rights with respect to such shares in accordance with Sections 607.1301 through 607.1333 of the Act) shall be converted automatically into and shall thereafter represent the right to receive the consideration therefor provided by the Agreement and Plan of Merger dated as of March 24, 2017, by and among the Surviving Corporation, Parent (as assignee of Original Parent) and FECR Rail LLC, a Delaware limited liability company ("FECR Rail"), as amended by the Joinder dated as of March 31, 2017 among Parent, the Surviving Corporation, FECR Rail and the Disappearing Corporation.

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EXHIBIT A

**Amended and Restated Articles of Incorporation of the Surviving Corporation**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA EAST COAST HOLDINGS CORP.**

**ARTICLE I - NAME**

The name of this corporation is FLORIDA EAST COAST HOLDINGS CORP.

**ARTICLE II - PRINCIPAL OFFICE ADDRESS**

The principal office of this corporation is:

7411 Fullerton Street  
Jacksonville, Florida 32256

**ARTICLE III - MAILING ADDRESS**

The mailing address of this corporation is:

Bosque de Ciruelos No. 99  
Col. Bosques de las Lomas  
11700 Ciudad de Mexico, Mexico.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, each share having a par value of \$0.01.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is:

1200 South Pine Island Road,  
Plantation, FL 33324.

The name and address of the registered agent of this corporation are:

CT Corporation System  
1200 South Pine Island Road,  
Plantation, FL 33324.

**ARTICLE VIII - BYLAWS**

The power to alter, amend or repeal the Bylaws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a Bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE IX - INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.