



THE UNITED STATES
CORPORATION
COMPANY

P9900043657

FILED
99 MAY 13 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 230793 4388402

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : May 6, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 230793-005

CUSTOMER NO: 4388402

400002873394--3

CUSTOMER: Mr. Gary Laakso
RAILAMERICA INC.
RAILAMERICA INC.
301 Yamato Road Suite 1299

Boca Raton, FL 33431

DOMESTIC FILING

NAME: KS BOCA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

PH
5/13/99

RECEIVED
99 MAY 13 AM 8:53

ARTICLES OF INCORPORATION
OF
KS BOCA, INC.

FILED
99 MAY 13 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KS BOCA, INC.

The address of the principal office of this corporation shall be 301 Yamato Road, Suite 1299, Boca Raton, Florida 33431 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Graham Claytor	301 Yamato Road, Suite 1299
Director	Boca Raton, Florida 33431

Jack Conser	301 Yamato Road, Suite 1299
Director	Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

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TALLAHASSEE, FLORIDA

The name and street address of the incorporator for these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 12, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar