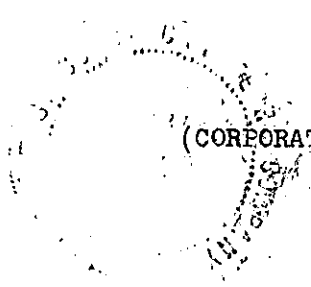


I, HAROLD B. WAHL, Secretary of FLORIDA EAST COAST CAR FERRY COMPANY, a corporation of the State of South Dakota, DO HEREBY CERTIFY that the foregoing Plan and Agreement of Merger of FLAGLER SYSTEM, INC. and FLORIDA EAST COAST CAR FERRY COMPANY was submitted to the stockholders of said FLORIDA EAST COAST CAR FERRY COMPANY without a meeting thereof, in accordance with the provisions of Section 133, South Dakota Business Corporation Act, for the purpose of taking the same into consideration, and that said Plan and Agreement of Merger was considered and written consents of the stockholders of said FLORIDA EAST COAST CAR FERRY COMPANY entitled to exercise the entire voting power of said corporation on a proposal to merge said corporation with and into FLAGLER SYSTEM, INC., were for the adoption of said Plan and Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said FLORIDA EAST COAST CAR FERRY COMPANY this 9th day of December, 1968.



Secretary of  
FLORIDA EAST COAST CAR FERRY COMPANY



(CORPORATE SEAL)

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