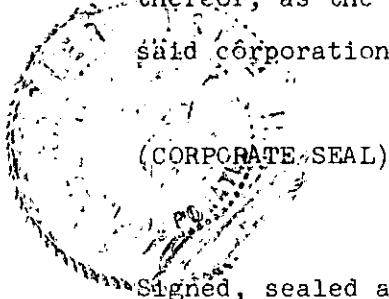


THE ABOVE PLAN AND AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, and having been adopted by the stockholders of each of said corporations, the President and the Secretary or an Assistant Secretary of each corporate party hereto, do now hereby execute this Plan and Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 9th day of December, 1968.



FLAGLER SYSTEM, INC.

By *Lawrence D. ...*  
President  
*Harold ...*  
Secretary

Signed, sealed and delivered in the presence of:

*James A. ...*

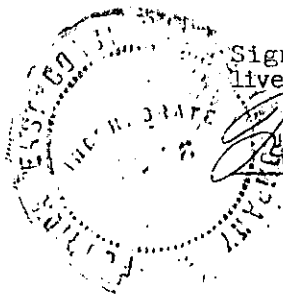
(CORPORATE SEAL)

FLORIDA EAST COAST CAR FERRY COMPANY

By *Frank ...*  
President  
*Harold ...*  
Secretary

Signed, sealed and delivered in the presence of:

*James A. ...*



(Continued on next page)