

Subject to the authority of the Board of Directors as provided by law and the By-Laws of the Corporation, the officers of Flagler at the effective time of the merger shall be the officers of the Corporation.

TENTH: None of the shares of Flagler Class A Stock and Flagler Class B Stock, issued and outstanding at the effective time of the merger shall be converted as a result of the merger, but all of such shares (including shares held in the treasury) shall remain issued shares of the Corporation. Each issued share of 5% Cumulative Preferred Stock of Flagler held in its treasury at the effective time of the merger shall be cancelled and shall not be converted.

ELEVENTH: The manner of converting the outstanding shares of the capital stock of Car Ferry into shares of the Corporation, shall be as follows:

Fortwith upon the filing of this Agreement in the office of the Secretary of State of the State of Florida and upon the filing of Articles of Merger, in the form attached hereto as Exhibit A, in the office of the Secretary of State of the State of South Dakota:

(a) Each three shares of Car Ferry Class A Stock, issued and outstanding just prior to such filing, and all rights in respect thereof, shall, without any action by the holder thereof, be converted into two shares of Class A Stock of the Corporation, and each holder of shares of Car Ferry Class A Stock, upon surrender to the Corporation of one

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