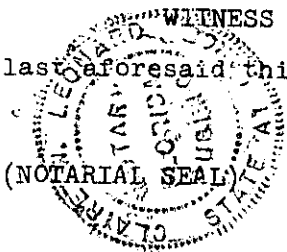


STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

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I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Frank H. Kenan and Harold B. Wahl, to me known and known to be the persons described in and who executed the foregoing Plan and Agreement of Merger as President and Secretary, respectively, of FLORIDA EAST COAST CAR FERRY COMPANY, a corporation of the State of South Dakota, and one of the corporations described in and party to the foregoing Plan and Agreement of Merger, who, being by me duly sworn, did respectively depose and say that they reside at 3900 Dover Road, Durham, North Carolina and 515 Ponte Vedra Blvd., Ponte Vedra Beach, Florida, respectively, that they are the President and Secretary, respectively, of said corporation, that they executed the same as such President and Secretary, respectively, that they know the seal of said corporation, that the seal affixed to said Plan and Agreement of Merger is such corporate seal, that it was so affixed by authority of the Board of Directors and the stockholders of said corporation, that they signed their respective names thereto by like authority, and that the foregoing Plan and Agreement of Merger is the act, deed and agreement of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 9th day of December, A.D. 1968.



Clair H. Leonard
Notary Public

Notary Public, State of Florida at Large
My Commission Expires March 10, 1972
Bonded By American Fidelity & Casualty Co.

Recorded January 6, 1969 At 2:56 P.M.
15960