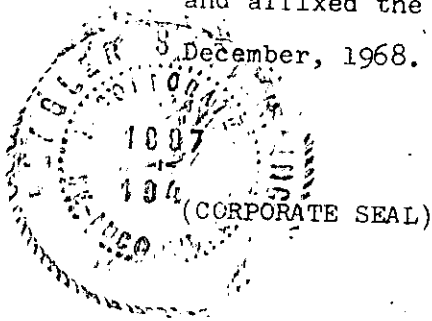


I, Harold B. Wahl, Secretary of FLAGLER SYSTEM, INC., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of Section 608.21, Florida Statutes, that the foregoing Plan and Agreement of Merger of FLAGLER SYSTEM, INC. and FLORIDA EAST COAST CAR FERRY COMPANY was submitted to the stockholders of said FLAGLER SYSTEM, INC. at a meeting thereof called separately from any meeting of the stockholders of said FLORIDA EAST COAST CAR FERRY COMPANY for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Act of the Legislature of Florida hereinbefore referred to, and that at said meeting said Plan and Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said FLAGLER SYSTEM, INC. entitling them to exercise at least a majority of the voting power of a proposal to merge said corporation with FLORIDA EAST COAST CAR FERRY COMPANY were for the adoption of said Plan and Agreement of Merger.

IN WITNESS WHEREOF, I have hereunder signed my name and affixed the seal of FLAGLER SYSTEM, INC. this 9th day of December, 1968.



Harold B. Wahl
Secretary of
FLAGLER SYSTEM, INC.

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