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Surviving Corporation is to be a domestic corporation.

Dated: June 20, 1967.

SEABOARD AIR LINE RAILROAD COMPANY

By /s/ John W. Smith
President

and /s/ Elder L. Lash, Jr.
Secretary

ATLANTIC COAST LINE RAILROAD COMPANY

By /s/ W. Thomas Rice
President

and /s/ F. J. Primosch
Secretary

(Continued on next page)