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ARTICLES OF MERGER
OF
SEABOARD COAST LINE RAILROAD COMPANY
AND
LOUISVILLE AND NASHVILLE RAILROAD COMPANY

1. The Plan of Merger is attached as Exhibit "A" hereto.

2. Louisville and Nashville Railroad Company, the subsidiary corporation, has 2,490,328 shares of common stock and 1,428,571 shares of preferred stock outstanding, all of which are owned by Seaboard Coast Line Railroad Company, the surviving corporation.

3. Seaboard Coast Line Railroad Company, as sole shareholder of the subsidiary corporation, has waived the requirement of mailing a copy of the Plan of Merger to the shareholders of the subsidiary corporation pursuant to Kentucky Revised Statutes Section 271A.375 and Section 13.1-76 of the Code of Virginia.

4. Louisville and Nashville Railroad Company has complied with the applicable provisions of the laws of Kentucky, the state in which it is organized.

Dated: December 20, 1982

SEABOARD COAST LINE RAILROAD COMPANY

By _____
J. T. Rice
Vice President

And by _____
Randall A. Matheny
Assistant Secretary

[Corporate Seal]

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STATE OF FLORIDA ]
] SS:
COUNTY OF DUVAL ]

J. T. Rice and Randall A. Matheny, having been first duly sworn, depose and say that they are Vice President and Assistant Secretary, respectively, of Seaboard Coast Line Railroad Company, and that the statements made in the aforegoing Articles of Merger are true.

J. T. Rice

Randall A. Matheny

Subscribed and sworn to before me in the State and County aforesaid on this 20th day of December, 1982.

Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires June 8, 1985
Bonded by American Fire & Casualty Company

My Commission expires .

(SEAL)

H25966

MAIL ENV.

IDENTIF. REFERENCE

JAN 13 11 08 AM '83

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

Exhibit A
to
Consent and Waiver

Plan of Merger of
Seaboard Coast Line Railroad Company
and
Louisville and Nashville Railroad Company

1. Parties. Louisville and Nashville Railroad Company, a Kentucky corporation ("L&N"), the Subsidiary Corporation, shall be merged into Seaboard Coast Line Railroad Company, a Virginia corporation ("SCL"), which shall be and is hereinafter called the Surviving Corporation, on the day when a Certificate of Merger shall be issued by the State Corporation Commission of Virginia (the "Merger Date").

2. Name. If the name of the Surviving Corporation is changed prior to the Merger Date in the manner provided by law, the merger may nonetheless be consummated and on and after the Merger Date the name of the Surviving Corporation shall be the name as so changed.

3. Conversion of Shares. On the Merger Date, the outstanding shares of L&N shall be automatically cancelled. All of the outstanding shares of L&N, common and preferred, are owned by the Surviving Corporation.