

ANNEX A
RESTATED ARTICLES OF INCORPORATION
of
SEABOARD COAST LINE RAILROAD COMPANY

ARTICLE I.

The name of the Corporation (hereinafter called the "Corporation") shall be:

SEABOARD COAST LINE RAILROAD COMPANY

ARTICLE II.

The purposes for which the Corporation is organized are to conduct the business of a railroad anywhere in the United States of America and elsewhere; to engage generally in the business of transportation as a common carrier of passengers, mail, express and all kinds and classifications of freight, petroleum, natural gas, and all other things of every kind and nature, by means of railroad, motor vehicle, ship, airship, pipe lines, conveyors, and other means of transportation or facilities of any and all kinds with any and all types of motive power, on, under or above land, water or air, anywhere in the United States and elsewhere. The Corporation shall have all the powers conferred by the laws of Virginia.

ARTICLE III.

The aggregate number of shares which the Corporation is authorized to issue is 10,000,000 shares of Common Stock of the par value of \$20 each.

ARTICLE IV.

The Board of Directors of this Corporation from time to time in its discretion and for such consideration and in such manner as it may lawfully determine without first offering the same to any of the then existing stockholders, may offer for sale any shares of stock of the Corporation then owned by the Corporation, or which the Corporation may have been lawfully authorized to issue, or any part-paid receipts or allotment certificates in respect of any such shares, or any securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares or securities, and no holder of any shares of stock of the Corporation, as such holder, shall have any preferred or preemptive right to purchase, subscribe for, or otherwise acquire from the Corporation any such shares of stock, part-paid receipts, allotment certificates, warrants, or other instruments.

ARTICLE V.

(1) The directors, by resolution adopted by a majority of the whole number fixed for the Board of Directors, may designate two or more directors to constitute an Executive Committee, which, to the extent provided in such resolution or in the By-laws, shall, when the Board shall not be in session, have and may exercise all of the authority of the Board of Directors except to approve an amendment of the Articles of Incorporation or a plan of merger or consolidation.

(2) A director of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a