



849773
QUEEN CITY

Railroad Construction Incorporated

(865) 675-8400
Fax (865) 675-8425

10425 Cogdill Rd., Suite 200 • Knoxville, Tennessee 37932
An Equal Opportunity Employer

January 21, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003152247--0
-03/01/00--01011--001
*****35.00 *****35.00

Dear Amendment Section.

Enclosed is our application for a name change for our business. Should you have any questions, please do not hesitate to call me.

Sincerely,

Debbie Heinecke

Debbie Heinecke
Accounting Manager

FILED
00 MAR -1 PM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC

T. LEWIS MAR 10 2000



A division of Healey Railroad Corporation.
www.railsources.com

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 MAR - 1 PM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. QUEEN CITY INCORPORATED

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: OHIO

3. Date authorized to do business in Florida: 7-21-1981

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

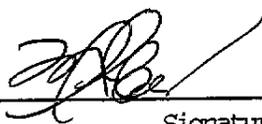
JANUARY 1, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

QUEEN CITY RAILROAD CONSTRUCTION, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature

Name and Title

MICHAEL S ELLIS

SECRETARY

2.21.2000

Date

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

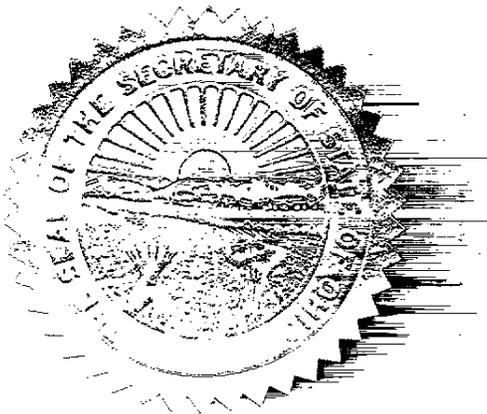


I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show QUEEN CITY RAILROAD CONSTRUCTION, INC., an Ohio corporation, Charter No. 565970, having its principal location in Cincinnati, County of Hamilton, was incorporated on December 15th, 1980 and is currently in GOOD STANDING upon the records of this office.

WITNESS my hand and official seal

at Columbus, Ohio on

February 2, 2000



A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State

DATE	DOCUMENT NO	DESCRIPTION
1. 1/14/2000	200001002212	AMD DOMESTIC/AMENDMENT TO ARTICLES

FILING	EXPED	PENALTY	CERT	COPY
35.00	0.00	0.00	0.00	0.00
TOTAL	35.00	0.00	0.00	0.00

Return To:
 BURKE FITZGERALD ET AL
 817 MAIN ST 8TH FLR
 ATTN R.W. BURNS
 CINCINNATI, OH 45202-2183

cut along the dotted line



The State of Ohio
 Certificate

Secretary of State - J. Kenneth Blackwell

565970

It is hereby certified that the Secretary of State of Ohio has custody of the business records for QUEEN CITY RAILROAD CONSTRUCTION, INC. and that said business records show the filing and recording of:

Document(s)
 DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
 200001002212

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 30th day of
 December, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State