

Document Number Only

851008

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

600002095176--4
-02/24/97--01019--015
*****35.00 *****35.00

Burlington Northern Railroad Company
Changing name to
The Burlington Northern and Santa Fe Railway Company

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- After 4:30
- Pick Up
- Other
- Change of R.A.
- Fictitious Name
- CUS

97 FEB 24 PM 2:41
TALLAHASSEE, FLORIDA

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2 24-97
Computer was showing
a "cross reference" name
of Burlington Northern, Inc.
Cross Reference was
deleted + was deleted
(part of the name)

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

97 FEB 24 11 11 AM '81
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. BURLINGTON NORTHERN RAILROAD COMPANY
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 13, 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?

Filed with Delaware Secretary of State 12/30/96, effective 12/31/96

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

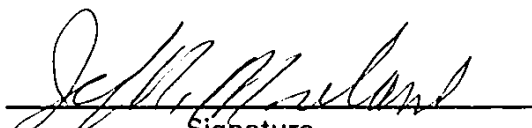
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

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

No change

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

No change



Signature

January 23, 1981

Date

Jeffrey R. Moreland, Senior Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "BURLINGTON NORTHERN RAILROAD COMPANY" UNDER THE NAME OF "THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1996, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0561728 8330

971042267

AUTHENTICATION:

DATE:

8321826

02-07-97