

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.  
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED  
 Sep 04 1997 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F95000002579 (9)**  
 1. Corporation Name  
**RAIL TRANSPORTATION SYSTEMS, INC.**



Principal Place of Business <b>420 LEXINGTON AVE. SUITE 540 NEW YORK NY 10170-0077</b>	Mailing Address <b>420 LEXINGTON AVE. SUITE 540 NEW YORK NY 10170-0077</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> 2. Principal Place of Business	<b>26</b> 2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>24</b> Country	<b>29</b> Country
<b>25</b>	<b>30</b>

<b>3.</b> Date Incorporated or Qualified <b>05/26/1995</b>	<b>3a.</b> Date of Last Report <b>04/04/1996</b>
<b>4.</b> FEI Number <b>58-1844735</b>	Applied For Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**  
**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

**10. Name and Address of New Registered Agent**

<b>81</b> Name
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)
<b>83</b>
<b>84</b> City
<b>85</b> Zip Code

**11.** Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

**12. OFFICERS AND DIRECTORS**

TITLE	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>TOTILLO, ROBERT M</b>	
STREET ADDRESS	<b>420 LEXINGTON AVE.</b>	
CITY-ST-ZIP	<b>NEW YORK NY 10170-0077</b>	
TITLE	<b>ST</b>	<input type="checkbox"/> DELETE
NAME	<b>GONDA, STEPHEN M</b>	
STREET ADDRESS	<b>420 LEXINGTON AVE.</b>	
CITY-ST-ZIP	<b>NEW YORK NY 10170-0077</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>BOLGERT, P.A.</b>	
STREET ADDRESS	<b>5 AVENUE DE COQ</b>	
CITY-ST-ZIP	<b>PARIS FR</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>ROCHET, PIERRE-LOUIS</b>	
STREET ADDRESS	<b>5, AVENUE DE COQ</b>	
CITY-ST-ZIP	<b>PARIS FRANCE 75009</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>SIMONY, MAURICE</b>	
STREET ADDRESS	<b>5, AVENUE DE COQ</b>	
CITY-ST-ZIP	<b>PARIS FRANCE 75009</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>ENGEL, A.P.</b>	
STREET ADDRESS	<b>1515 BROAD STREET</b>	
CITY-ST-ZIP	<b>BLOOMFIELD NJ</b>	

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

**14.** I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham* 8/27/97 212-986-9866

CR2E034 (4/97)