

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002579 (9)
 1. Corporation Name
RAIL TRANSPORTATION SYSTEMS, INC.



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

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

3. Date Incorporated or Qualified 05/26/1995	
4. FEI Number 58-1844735	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. 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

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 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	PD	<input type="checkbox"/> DELETE
NAME	TOTILLO, ROBERT M	
STREET ADDRESS	420 LEXINGTON AVE.	
CITY-ST-ZIP	NEW YORK NY 10170-0077	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	GONDA, STEPHEN M	
STREET ADDRESS	420 LEXINGTON AVE.	
CITY-ST-ZIP	NEW YORK NY 10170-0077	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BOLGERT, P.A.	
STREET ADDRESS	5 AVENUE DE COQ	
CITY-ST-ZIP	PARIS FR	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROCHET, PIERRE-LOUIS	
STREET ADDRESS	5, AVENUE DE COQ	
CITY-ST-ZIP	PARIS FRANCE 75009	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SIMONY, MAURICE	
STREET ADDRESS	5, AVENUE DE COQ	
CITY-ST-ZIP	PARIS FRANCE 75009	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ENGEL, A.P.	
STREET ADDRESS	1515 BROAD STREET	
CITY-ST-ZIP	BLOOMFIELD NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BOUGARD, J.F.	
1.3 STREET ADDRESS	5 AVENUE DE COQ	
1.4 CITY-ST-ZIP	PARIS, FRANCE	
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 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 _____ DATE **4/3/98**

CR2E034 (10/97)