



THE UNITED STATES
CORPORATION
COMPANY

F 960000063886

ACCOUNT NO. : 072100000032

REFERENCE : 195413 4309451

AUTHORIZATION :

COST LIMIT : \$ 35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 1:09

FILED

ORDER DATE : December 19, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 195413-020

CUSTOMER NO: 4309451

100002039771--6

CUSTOMER: Ken Regensburg, Esq
Morgan, Lewis & Bockius Llp
101 Park Ave.-45th Fl.

New York, NY 10178

FOREIGN FILINGS

NAME: US&S MERGER SUB, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

NC
12-27

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(s. 607.1504, F.S.)

FILED
96 DEC 27 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. US&S Merger Sub Inc.

Name of corporation as it appears on the records of the Department of State

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: December 6, 1996

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?

December 10, 1996

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

Union Switch & Signal 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.

Michael P. Rivera
Signature

Michael P. Rivera

Typed or printed name

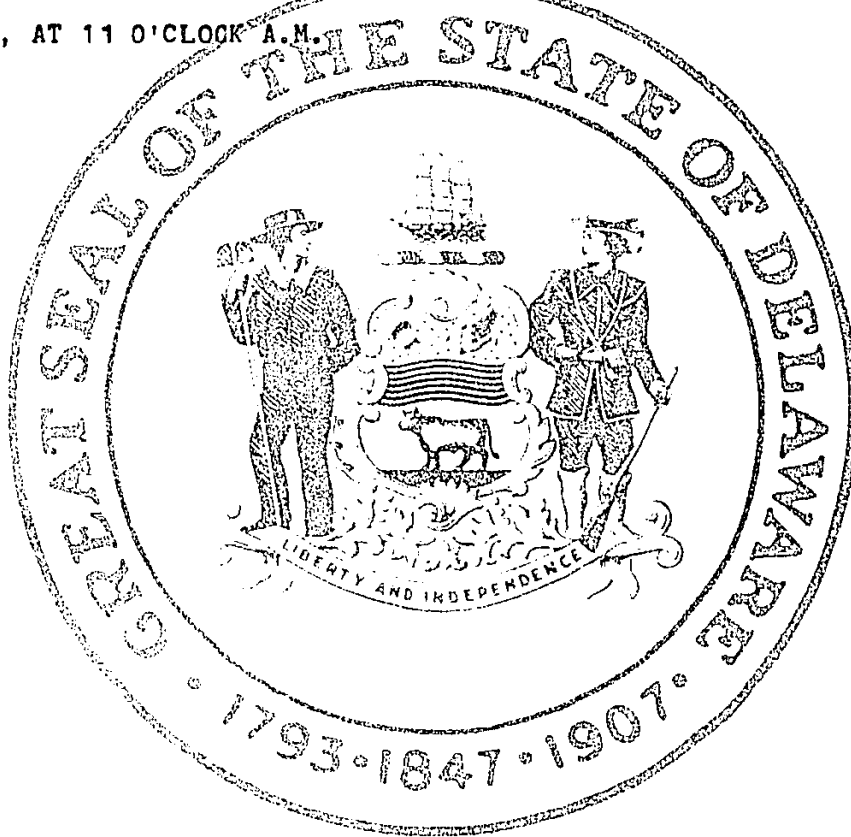
December 24, 1996
Date

Secretary

Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "US&S MERGER SUB INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "UNION SWITCH & SIGNAL INC.", THE TENTH DAY OF DECEMBER, A.D. 1996, AT 11 O'CLOCK A.M.



2676746 8320
960372980

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8246902

12-18-96