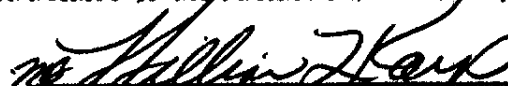


FILE NOW: Fee after May 1, will be \$588.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS																									
FILING FEE \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE																									
1. Name and Mailing Address of Limited Liability Company GE-HARRIS RAILWAY ELECTRONICS, L.L.C.		DOCUMENT # M9500000220																									
1a. Principal Place of Business Address		1a. Principal Place of Business Address																									
2. Principal Place of Business 407 JOHN RODES BLVD Suite, Apt. #, etc.		2a. Mailing Address P.O. BOX 2216 Suite, Apt. #, etc.																									
City & State MELBOURNE, FLORIDA		City & State SCHENECTADY, NEW YORK																									
Zip 32902	Country USA	Zip 12301-2216	Country USA																								
3. Date Organized or Qualified 7/3/95		3a. State of Formation DELAWARE																									
4. FEI Number 25-1768036		☐ Applied For ☐ Not Applicable																									
5. Date of Last Report 5/96		6. Certificate of Status Desired ☐ SA 7% Additional Fee Required																									
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL																									
9. Pursuant to the provisions of Sections 608.415 and 608.505, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.																											
SIGNATURE _____		DATE _____																									
10. <table border="1"><thead><tr><th>Managing Members/Managers</th><th>Business Street Address</th><th>City, State and Zip Code</th></tr></thead><tbody><tr><td>PRBG. GREGORY T. LUCIER</td><td>407 JOHN RODES BLVD</td><td>MELBOURNE, FLORIDA 32902</td></tr><tr><td>CFO. WILLIAM KARP</td><td>407 JOHN RODES BLVD</td><td>MELBOURNE, FLORIDA 32902</td></tr><tr><td>V-PRES. DON H. HERNDON</td><td>407 JOHN RODES BLVD</td><td>MELBOURNE, FLORIDA 32902</td></tr><tr><td>V-PRES. RUSS V. WHITFIELD</td><td>407 JOHN RODES BLVD</td><td>MELBOURNE, FLORIDA 32902</td></tr><tr><td>DIRECTOR BENJAMIN S. BULKLEY</td><td>407 JOHN RODES BLVD</td><td>MELBOURNE, FLORIDA 32902</td></tr><tr><td>MGRM General Electric Company</td><td>3135 Easton Turnpike</td><td>Fairfield, Ct 06431</td></tr><tr><td>MGRM Harris Corporation</td><td>1025 W. Nasa Boulevard</td><td>Melbourne, Fla 32901</td></tr></tbody></table>				Managing Members/Managers	Business Street Address	City, State and Zip Code	PRBG. GREGORY T. LUCIER	407 JOHN RODES BLVD	MELBOURNE, FLORIDA 32902	CFO. WILLIAM KARP	407 JOHN RODES BLVD	MELBOURNE, FLORIDA 32902	V-PRES. DON H. HERNDON	407 JOHN RODES BLVD	MELBOURNE, FLORIDA 32902	V-PRES. RUSS V. WHITFIELD	407 JOHN RODES BLVD	MELBOURNE, FLORIDA 32902	DIRECTOR BENJAMIN S. BULKLEY	407 JOHN RODES BLVD	MELBOURNE, FLORIDA 32902	MGRM General Electric Company	3135 Easton Turnpike	Fairfield, Ct 06431	MGRM Harris Corporation	1025 W. Nasa Boulevard	Melbourne, Fla 32901
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11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.		800002193068--2 05/28/97--01051--013 ****203.75 ****203.75 JB5-23-97																									
SIGNATURE: 		4/29/97																									