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Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90230 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 480433

1. Corporation Name
GATX FREIGHT SYSTEMS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 1301 RIVERPLACE BLVD, 1200 JACKSONVILLE FL 32207, US
 Mailing Address: 1301 RIVERPLACE BLVD. #1200, C/O PATRICK MURPHY, JACKSONVILLE FL 32207, US

2. Principal Place of Business (21-23) and 2a. Mailing Address (24-30) fields for Suite, Apt. #, etc., City & State, Zip, and Country.

3. Date Incorporated or Qualified: 07/03/1975
 4. FEI Number: 59-1602627
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST
 STE. 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85)
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City: FL
 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: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE: PD	DELETE <input type="checkbox"/>
NAME: NICOSIA, JOSEPH A	
STREET ADDRESS: 1301 RIVERPLACE BLVD SUITE 1200	
CITY-ST-ZIP: JACKSONVILLE FL	
TITLE: VD	DELETE <input type="checkbox"/>
NAME: GARDNER, MICHAEL	
STREET ADDRESS: 1301 RIVERPLACE BLVD SUITE 1200	
CITY-ST-ZIP: JACKSONVILLE FL	
TITLE: S	DELETE <input type="checkbox"/>
NAME: LEVIN, JOHN D.	
STREET ADDRESS: 500 W MONROE	
CITY-ST-ZIP: CHICAGO IL	
TITLE: T	DELETE <input type="checkbox"/>
NAME: KENNEY, BRIAN A.	
STREET ADDRESS: 500 W MONROE	
CITY-ST-ZIP: CHICAGO IL	
TITLE: VD	DELETE <input checked="" type="checkbox"/>
NAME: SCANLIN, THOMAS R.	
STREET ADDRESS: 1301 RIVERPLACE BLVD. #120	
CITY-ST-ZIP: JACKSONVILLE FL 32207	
TITLE:	DELETE <input type="checkbox"/>
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE: TREASURER	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
1.2 NAME: THOMAS W. REEDY	
1.3 STREET ADDRESS: 500 W. MONROE	
1.4 CITY-ST-ZIP: Chicago, IL 60601	
2.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
2.2 NAME:	
2.3 STREET ADDRESS:	
2.4 CITY-ST-ZIP:	
3.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
3.2 NAME:	
3.3 STREET ADDRESS:	
3.4 CITY-ST-ZIP:	
4.1 TITLE: VICE PRESIDENT	Change <input checked="" type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME: KENNEY, BRIAN A.	
4.3 STREET ADDRESS: 500 W. MONROE	
4.4 CITY-ST-ZIP: Chicago, IL 60601	
5.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME:	
5.3 STREET ADDRESS:	
5.4 CITY-ST-ZIP:	
6.1 TITLE:	Change <input type="checkbox"/> Addition <input type="checkbox"/>
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, with all other like empowered.

SIGNATURE: _____ SIGNATURE REQUIRED
 4/26/99 Date 904 396-2517 Daytime Phone #

CR2E034 (11/98)