

CT CORPORATION SYSTEM

CORPORATION(S) NAME

F020000003698

Bombardier Capital Rail Inc.

APPROVED
AND
FILED

02 JUL 19 PM 1:14

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 02 JUL 19 AM 11:23

DIVISION OF CORPORATION

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/19/02

Order#: 5492903

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

800006527948--3

-07/19/02--01029--014

***1228.75 ***1228.75

Handwritten: 7-19-02

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Bombardier Capital Rail Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Minnesota 3. 41-1713962
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/5/1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258
(Current mailing address)

8. General business.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation _____, Florida, 33324
(Zip code)

- 10. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Director: Robert Gillespie

Address: 6400 Auteuil, Suite 200, Brossard, Quebec, Canada J4Z 3P5

Vice Chairman: Director: Laurence W. Howard, III, 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258

Address: _____

Director: Brian F. Peters

Address: 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Robert Gillespie

Address: 6400 Auteuil, Suite 200, Brossard, Quebec, Canada J4Z 3P5

Vice President: Mark A. Self

Address: 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258

Secretary: Laurence W. Howard, III

Address: 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258

Treasurer: Brian F. Peters

Address: 12735 Gran Bay Parkway West, Suite 1000, Jacksonville, FL 32258

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew Baranowsky, Asst. Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
ALACHUA, FLORIDA

BOMBARDIER CAPITAL RAIL INC.
FEI #41-1713962

Addendum to
Application by Foreign Corporation for Authorization
to Transact Business in Florida

Additional Officers

Name	Title	Work Address
Assell, Lawrence F.	Vice President	261 Mountain View Drive Colchester, VT 05446
Baranowsky, Andrew	Assistant Treasurer	12735 Gran Bay Parkway West, Suite 1000 Jacksonville, FL 32258
Bourgeois, Michel	Vice President	261 Mountain View Drive Colchester, VT 05446
Hurt, Michael C.	Vice President	12735 Gran Bay Parkway West, Suite 1000 Jacksonville, FL 32258
Lanz, John C.	Vice President	261 Mountain View Drive Colchester, VT 05446
Self, Mark A.	Vice President and General Manager	12735 Gran Bay Parkway West, Suite 1000 Jacksonville, FL 32258
Wayshner, Michael G.	Vice President	261 Mountain View Drive Colchester, VT 05446

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TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

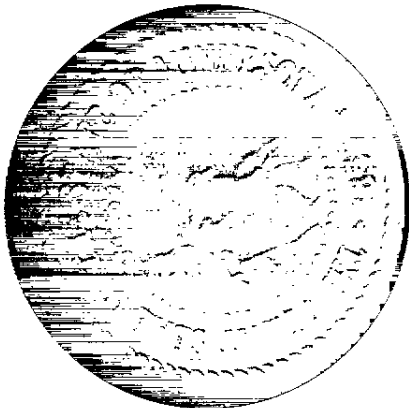
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: BOMBARDIER CAPITAL RAIL INC.

Date Formed: 02/05/1992

Chapter Governed By: 302A

This certificate has been issued on 07/08/02.



Mary Kiffmeyer
Secretary of State.