

FD20005845

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

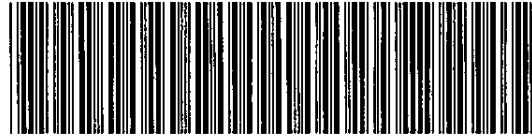
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For DC

SEP 09 2013

R. WHITE

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Invensys Rail Corporation

Name of Corporation

**DOCUMENT NUMBER:** F02000005845

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Donna M. Haynes**

Name of Contact Person

**Pearl Professional Corporation**

Firm/Company

**735 Post Road East**

Address

**Westport, Connecticut 06880**

City/State and Zip Code

**donna.haynes@pearlpc.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Donna M. Haynes**

Name of Contact Person

at ( **804** ) **730-8252**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F02000005845

(Document number of corporation (if known))

1. Invensys Rail Corporation

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

2. Delaware

(Incorporated under laws of)

3. 11/20/2002

(Date authorized to do business in Florida)

**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? July 1, 2013

5. Siemens Rail Automation Corporation

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

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

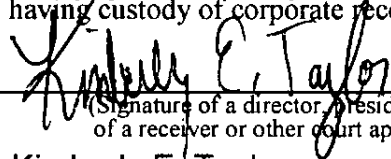
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kimberly E. Taylor

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

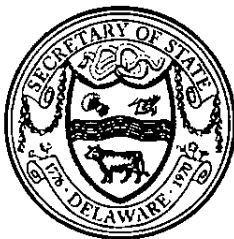
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INVENSYS RAIL CORPORATION", CHANGING ITS NAME FROM "INVENSYS RAIL CORPORATION" TO "SIEMENS RAIL AUTOMATION CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2013, AT 1:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY, A.D. 2013, AT 1 O'CLOCK A.M.

0771960 8100

131026385

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0691846

DATE: 08-26-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:48 PM 06/21/2013  
FILED 01:21 PM 06/21/2013  
SRV 130802568 - 0771960 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

Invensys Rail Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. That the Board of Directors of the Corporation, declaring advisable and desiring to amend the Certificate of Incorporation of the Corporation, has proposed and adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the Corporation, and as so amended, shall read in its entirety as follows:

"FIRST: Effective July 1, 2013, The name of the corporation (the 'Corporation') shall be Siemens Rail Automation Corporation.

Siemens Aktiengesellschaft ("Siemens AG"), the ultimate parent of the Corporation, has granted the Corporation permission to use the "Siemens" name within the Corporation's name. Upon written notice to the Corporation, Siemens AG and its legal successor or authorized agents may revoke such permission at any time and for any reason or no reason. In addition, the Corporation's right to use the name "Siemens" within its name shall immediately terminate without need for Siemens AG to provide written notice in the event that Siemens AG ceases to hold (directly or indirectly) more than fifty (50) percent of the issued and outstanding share capital and voting rights of the Corporation. For purposes of the preceding sentence, Siemens AG shall be deemed to hold an indirect holding of more than fifty (50) percent if more than fifty (50) percent of the outstanding shares and voting rights are held at each separate holding level between Siemens AG and the Corporation (including by one or more Siemens entities).

If the permission is revoked or otherwise terminated, the Corporation and the stockholders shall take all appropriate

actions to cause the name of the Corporation to be changed within a period of ninety (90) days following such revocation or termination. No successor name of the Corporation may contain either the "Siemens" name or a title that could be confused therewith or that is otherwise similar thereto or any reference suggesting that the Corporation is associated with the Siemens group or its organization.

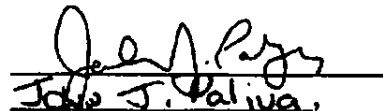
Neither the Corporation nor any of its stockholders shall be entitled to any compensation in the event that the Corporation's right to use the "Siemens" name is revoked or terminated."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the stockholders of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

3. This Certificate of Amendment amending the Certificate of Incorporation of the Corporation shall be effective July 1, 2013 at 1:00 a.m..

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by John J. Paljug, its President & CEO, this 18<sup>th</sup> day of June, 2013.

By:

  
John J. Paljug  
Its President & CEO