

F04000004717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

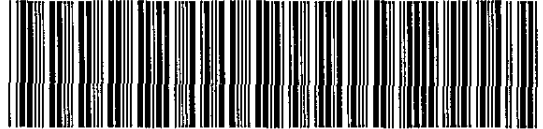
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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FILED
04 AUG 18 PM 12:33
TALLAHASSEE FLORIDA

RECEIVED
04 AUG 18 AM 10:47
DIVISION OF CORPORATION

Handwritten signature/initials



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 850800 7397794
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 87.50

FILED
04 AUG 18 PM 12:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : August 17, 2004
ORDER TIME : 10:05 AM
ORDER NO. : 850800-005
CUSTOMER NO: 7397794
CUSTOMER: Ms. Michelle Brown
Wabtec Corporation
1001 Air Brake Avenue
Wilmerding, PA 15148

FOREIGN FILINGS

NAME: MOTIVEPOWER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

04 AUG 16 PM 12:34
FILED
SECRETARY OF STATE
TALLAHASSEE, 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. MOTIVEPOWER, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 23-2872369
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/17/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1001 Air Brake Avenue, Wilmerding, Pa 15148
(Principal office address)

1001 Air Brake Avenue, Wilmerding, Pa 15148
(Current mailing address)

8. Manufacturer of locomotive parts
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company
By: Jeanine Reynolds
(Registered agent's signature) **Jeanine Reynolds**
as its agent

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officer/director list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. David M. Seitz
(Signature of Director or Officer listed in number 12 of the application)

14. David M. Seitz Vice President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

Motivepower, Inc.
Officer/Director List

Director: Alvaro Garcia-Tunon
VP & GM: Mark Warner
VP/ Controller & Asst. Sec.: Dale McCleary
VP Engineering: Norman Anderson
Regional VP Sales: Jeffrey Stearns
VP & Secretary: Alvaro Garcia-Tunon
VP & Treasurer: Patrick Dugan
VP & Asst. Sec: David M. Seitz
VP & Asst Sec: George A. Socher

Addresses for all of the above is:
1001 Air Brake Avenue, Wilmerding, Pa. 15148

Delaware

PAGE 1

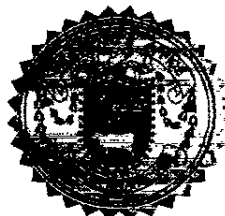
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOTIVEPOWER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOTIVEPOWER, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2687009 8300

AUTHENTICATION: 3298965

040600136

DATE: 08-17-04