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DIVISION OF CERTIFICATION
TALLAHASSEE, FLORIDA

J. BRYAN APR - 5 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 288689 7397794

AUTHORIZATION : *Patricia Kye*

COST LIMIT : \$ 70.00

ORDER DATE : March 31, 2005

ORDER TIME : 9:36 AM

ORDER NO. : 288689-005

CUSTOMER NO: 7397794

CUSTOMER: Ms. Cynthia Baer
Wabtec Corporation
1001 Air Brake Avenue
Wilmerding, PA 15148

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: WABTEC CANADA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT#

EXAMINER: _____

**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. WABTEC CANADA, 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. ONTARIO, CANADA

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 7/1/2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

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

7. 10655 HENRI BOURASSA WEST ST-LAURENT, QUEBEC H4S1A1

(Principal office address)

10655 HENRI BOURASSA WEST ST-LAURENT, QUEBEC H4S1A1

(Current mailing address)

8. MANUFACTURING

(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: 
(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 RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHED RIDER

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. 
(Signature of Director or Officer listed in number 12 of the application)

14. DAVID M. SEITZ VICE PRES. AND ASST. SEC.
(Typed or printed name and capacity of person signing application)

WABTEC CANADA, INC.
OFFICER/DIRECTOR LIST

GERALD M. ROWE PRESIDENT
MARCEL TETREAUULT CONTROLLER
JOHN VICKERS VP/GM
ROD FRASER CONTROLLER
ROBERT DIMSA VP/GM & ASST. TREAS
MICHAEL GIBSON CONTROLLER
ALVARO GARCIA-TUNON VP/SEC/DIR
PATRICK DUGAN VP/TREAS
JAMES WATSON DIR
DAVID M. SEITZ VP/ASST SEC.
GEORGE A. SOCHER VP/ASST SEC
FRANK KOROSI ASST SEC

THE ADDRESS FOR ALL OF THE ABOVE OFFICERS AND DIRECTORS IS
1001 AIR BRAKE AVENUE, WILMERDING, PA 15148

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TALLAHASSEE, FLORIDA

Request ID: 006971931
Demande n° :
Transaction ID: 26177654
Transaction n° :
Category ID: CT
Catégorie :

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Business Services
Ministère des Services aux consommateurs et aux entreprises
Companies and Personal Property Security Branch
Direction des compagnies et des sûretés mobilières

Date Report Produced: 2005/03/31
Document produit le :
Time Report Produced: 10:44:32
Imprimé à :

CERTIFICATE OF STATUS ATTESTATION DU STATUT JURIDIQUE

This is to certify that according to the
records of the Companies and Personal
Property Security Branch

D'après les dossiers de la Direction des
compagnies et des sûretés mobilières, nous
attestons que la société

WABTEC CANADA INC.

Ontario Corporation Number

Numéro matricule de la société (Ontario)

001623762

is a corporation incorporated,
amalgamated or continued under
the laws of the Province of Ontario.

est une société constituée, prorogée ou née
d'une fusion aux termes des lois de la
Province de l'Ontario.

The corporation came into existence on

La société a été fondée le

JULY 01 JUILLET, 2004

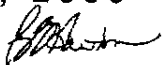
and has not been dissolved.

et n'est pas dissoute.

Dated

Fait le

MARCH 31 MARS, 2005


Director
Directrice

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TALLAHASSEE, FLORIDA