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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
RAILWORKS SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**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. Railworks Systems, 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**

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

**3. 26-3743430**

(FBI number, if applicable)

**4. 11/18/2008**

(Date of incorporation)

**5. Perpetual**

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

**6.**

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

**7. 5300 Oakbrook Parkway, Suite 190 Norcross GA. 30093**

(Principal office address)

**C/O Railworks Corp. 5 Penn Plaza 12th fl New York, N.Y 10001**

(Current mailing address)

**8. Railroad Construction Activity Management**

(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**

(City)

**, Florida 32301**

(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)  
**Ann R. Shilling, Assistant VP**

**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.**

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: See attached

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

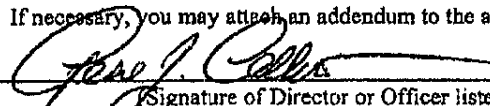
Secretary: \_\_\_\_\_

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. Gene Cellini, Senior Vice President  
(Typed or printed name and capacity of person signing application)

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**Railworks Systems, Inc.****Address:**

5300 Oakbrook Parkway, Suite 190  
Norcross, GA. 30093

Fein ID#: 26-3743430

**Mailing Address:**

C/O Railworks Corp  
5 Penn Plaza 12th fl  
New York, N.Y. 10001

Incorp: DE.

**LIST OF CORPORATE OFFICERS & DIRECTORS**

<u>Name &amp; Business Address</u>	<u>Title</u>
<b>MICHAEL HOLT</b> 5300 Oakbrook Parkway, Suite 190 Norcross, GA. 30093	President
<b>GENE J. CELLINI</b> 5 Penn Plaza 12 Th fl New York, N.Y. 10001	SR VP-Tax, Secretary, Treasurer
<b>TERESA ROUNDTREE</b> 5 Penn Plaza 12 Th fl New York, N.Y. 10001	Assistant Secretary
<b>JEFFREY M LEVY</b> 5 Penn Plaza 12 Th fl New York, N.Y. 10001	Director
<b>MIKE ROTHSCHILD</b> 5 Penn Plaza 12 Th fl New York, N.Y. 10001	VP- Engineering

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# Delaware

*The First State*

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAILWORKS SYSTEMS, 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 NOVEMBER, A.D. 2009.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAILWORKS SYSTEMS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2008.

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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: 7646642

DATE: 11-17-09