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Division of Corporations
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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
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****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 TRANSIT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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DIVISION OF CORPORATIONS
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RAILWORKS TRANSIT, INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gene Cellini

Name of Person

Railworks Transit, Inc.

Firm/Company

5 Penn Plaza 12th fl.

Address

New York, N.Y. 10001

City/State and Zip code

jbernardo@railworks.com

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

For further information concerning this matter, please call:

Gene Cellini

Name of Person

at (212) 502-7911

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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DIVISION OF CORPORATIONS

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 Transit, 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. NY

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

3. _____

(FEI number, if applicable)

4. 12/16/1982

(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. 5 Penn Plaza 12th fl. New York, N.Y. 10001

(Principal office address)

same

(Current mailing address)

8. Railroad Construction

(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 CompanyOffice Address: 1201 Hays StreetTallahassee

(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: Elizabeth M. A. Smith
(Registered agent's signature)

Elizabeth Smith
Assistant Vice President

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: JEFFREY M LEVYAddress: 5 Penn Plaza 12th fl New York, NY 10001

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

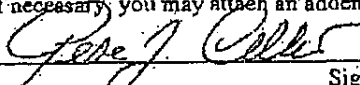
Director: _____

Address: _____

B. OFFICERS

President: Ben D'AlessandroAddress: 5 Penn Plaza 12th fl. New York, N.Y. 10001Vice President: Gene CelliniAddress: 5 Penn Plaza 12th fl New York, NY 10001Secretary: Gene CelliniAddress: 5 Penn Plaza 12th fl New York, NY 10001Treasurer: Gene CelliniAddress: 5 Penn Plaza 12th fl New York, NY 10001

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Gene Cellini /-,SVP-Tres,Sect

(Typed or printed name and capacity of person signing application)

Railworks Transit, Inc.

83 Central Ave.
Farmingdale, N.Y. 11735

Fin: 11-2626106

Incorp: N.Y.

Mailing Address:
5 Penn Plaza 12th fl
New York, N.Y. 10001

Primary Phone : (613) 752-4110

LIST OF CORPORATE OFFICERS & DIRECTORS:

<u>Name & Address</u>	<u>Title</u>
JEFFREY M. LEVY 5 Penn Plaza 12th fl New York, N.Y. 10001	Director
GENE J. CELLINI 5 Penn Plaza 12th fl New York, N.Y. 10001	SVP-Tax, Sect, Tres.
WILLIAM KELLY 5 Penn Plaza 12th fl New York, N.Y. 10001	V-President & Assistant - Secretary
BEN D'ALESSANDRO 5 Penn Plaza 12th fl New York, N.Y. 10001	President
RAY HABER 5 Penn Plaza 12th fl New York, N.Y. 10001	Vice President
TERESA ROUNDTREE 5 Penn Plaza 12th fl New York, N.Y. 10001	Assistant Secretary
MICHAEL ESPOSITO 5 Penn Plaza 12th fl New York, N.Y. 10001	Vice President
GARY GUILD 5 Penn Plaza 12th fl New York, N.Y. 10001	Vice President

SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
2011 JAN 12 PM 12:03

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of RAILWORKS TRANSIT, INC. was filed on 12/16/1982, under the name of F & V MECHANICAL PLUMBING AND HEATING CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment F & V MECHANICAL PLUMBING AND HEATING CORP., changing its name to F & V METRO CONTRACTING CORP., was filed 06/27/1995.

A Certificate of Amendment F & V METRO CONTRACTING CORP., changing its name to RWKS TRANSIT, INC., was filed 09/28/1999.

A Certificate of Amendment RWKS TRANSIT, INC., changing its name to RAILWORKS TRANSIT, INC., was filed 10/12/2000.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of January
two thousand and eleven.*

Daniel Shapiro
First Deputy Secretary of State