



THE UNITED STATES
CORPORATION
COMPANY

F95000000260

ACCOUNT NO. : 072100000032

REFERENCE : 512997 7197744

AUTHORIZATION :

COST LIMIT :

\$ 35.00

ORDER DATE : December 13, 1999

ORDER TIME : 12:59 PM

ORDER NO. : 512997-120

CUSTOMER NO: 7197744

CUSTOMER: Ms. Janine M. O' Wesney
The Timken Company
1835 Dueber Avenue S.w.

Canton, OH 44706-2798

CHANGE OF AGENT

100003078431--7

NAME: RAIL BEARING SERVICE
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Erika Carlson

FILED
99 DEC 22 PM 4:48
TALLAHASSEE, FLORIDA

RA
change

RECEIVED
99 DEC 22 PM 1:42
TALLAHASSEE, FLORIDA

DR
12/27/99

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Virginia submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: RAIL BEARING SERVICE CORPORATION
2. The mailing address of the corporation is: 2510 Professional Road
Richmond, VA 23235
3. Date of incorporation/qualification: 01/17/1995 Document number: F95000000260
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Don M. Knerr, Jr.
(Signature of an officer, chairman or vice chairman of the board)

12/10/99
(Date)

Don M. Knerr, Jr. Controller and Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: Carol Dolor

(Signature of Registered Agent)

December 21, 1999
(Date)

If signing on behalf of an entity:

Carol Dolor

(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***