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96 AUG 15 AM 11:28

06/15/96 00000032
DIVISION OF CORPORATIONS

ACCOUNT NO. :

REFERENCE : 048690

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 9, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 048690

CUSTOMER NO: 4714409

CUSTOMER: Mr. Theodore T. Kato
Rescar, Inc.
1101 31st St. #250

Downers Grove, IL 60515

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-08/15/96--01038--002
****122.50 ****122.50

FOREIGN FILINGS

NAME: RESCAR INDUSTRIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LC
8/15

**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. Rescar Industries, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 36-3866103
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-30-92 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1101 31st St. Suite 250
Downers Grove, IL 60515
(Current mailing address)
8. Repair & Maintenance of Railroad Freight Cars
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, 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: Roger P. Smith, Jr.
(Registered agent's signature)
Roger P. Smith, Jr., Assistant Secretary

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Joseph F. Schieszler

Address: 1101 31st. St.
Downers Grove, Il. 60515

Director: John H. Royer

Address: 1101 31st. St.
Downers Grove, Il. 60515

B. OFFICERS

President: William J. Groos

Address: 1101 31st. St.
Downers Grove, Il. 60515

Vice President: Steven L. Brown

Address: 1101 31st. St.
Downers Grove, Il. 60515

Secretary: Theodore T. Kato

Address: 1101 31st. St.
Downers Grove, Il. 60515

Treasurer: John H. Royer

Address: 1101 31st. St.
Downers Grove, Il. 60515

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Theodore T. Kato, Secretary
(Typed or printed name and capacity of person signing application)

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The State of Texas

SECRETARY OF STATE

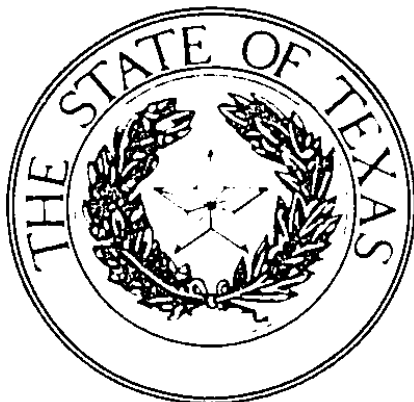
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

RESCAR INDUSTRIES, INC.
CHARTER NO. 1253533-00

were filed in this office and a certificate of incorporation was issued on
DECEMBER 30, 1992;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

96 AUG 15 PM 12:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 12, 1996.*

MAC

Antonio O. Garza, Jr.
Secretary of State

MAC