

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-344-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 174006 4309451

AUTHORIZATION

COST LIMIT

\$ 70.00

Patricia Pizut

ORDER DATE : December 3, 1996

ORDER TIME : 3:04 PM

ORDER NO. : 174006-020

CUSTOMER NO: 4309451

300002023063--4

CUSTOMER: Ken Regensburg, Esq
Morgan, Lewis & Bockius LLP
101 Park Ave.-45th Fl.

New York, NY 10178

FOREIGN FILINGS

NAME: US&S MERGER SUB INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

12/6
96 DEC -6 PM 4:23
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
96 DEC -6 PM 4:07
VISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. US&S Merger Sub 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. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 13, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 11, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Michael P. Rivera, 1901 Main St., Suite 1150, Mail Code 701
Columbia, South Carolina, 29201-2435

(Current mailing address)

8. To provide a variety of train control and rail operations management capabilities through their design, engineering, production and distribution of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
integrated railway signaling.

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.

By: Kelly A. Howley Kelly A. Howley Asst. Sec.
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Director: Kevin E. Riddett

Address: c/o Union Switch & Signal Inc.
1000 Technology Drive, Pittsburgh, PA 15219-3120

Director: Michael P. Pracht

Address: c/o Union Switch & Signal Inc.
1000 Technology Drive, Pittsburgh, PA 15219-3120

Director: Marco Mantero

Address: c/o Ansaldo Segnalamento Ferroviario
Via del Pescatori 35, 16129 Genoa, Italy

Director: _____

Address: _____

B. OFFICERS

President: Kevin E. Riddett

Address: c/o Union Switch & Signal Inc.
1000 Technology Drive, Pittsburgh, PA 15219-3120

Vice President: Michael P. Pracht

Address: c/o Union Switch & Signal Inc.
1000 Technology Drive, Pittsburgh, PA 15219-3120

Secretary: Michael P. Rivera

Address: c/o Union Switch & Signal Inc.
1901 Main St., Suite 1150, Mail Code 701, Columbia,
SC 29201-2435

Treasurer: Richard D. Moss

Address: c/o Union Switch & Signal Inc.
1901 Main St., Suite 1150, Mail Code 701, Columbia,
SC 29201-2435

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

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

14. Michael P. Rivera
(Typed or printed name and capacity of person signing application)

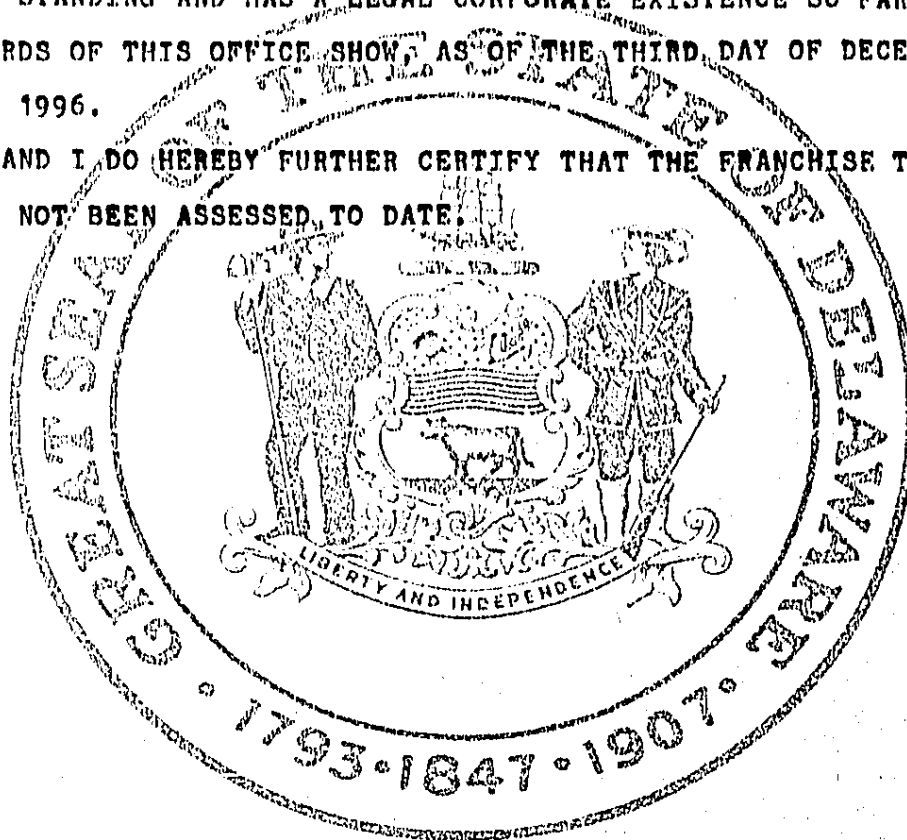
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 PM 4:23

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US&S MERGER SUB 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 THIRD DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 PM 4:24



Edward J. Freel

Edward J. Freel, Secretary of State

2676746 8300

960352043

AUTHENTICATION:

8218261

DATE:

12-03-96



F 96000006386

ACCOUNT NO. : 072100000032

REFERENCE : 195413 4309451

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 35.00

ORDER DATE : December 19, 1996

ORDER TIME : 10:44 AM

ORDER NO. : 195413-020

CUSTOMER NO: 4309451

CUSTOMER: Ken Regensburg, Esq
Morgan, Lewis & Bockius LLP
101 Park Ave.-45th Fl.

New York, NY 10178

FOREIGN FILINGS

NAME: US&S MERGER SUB, INC.

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

96 DEC 27 PM 1:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002099771--6

96 DEC 27 PM 11:57
RECEIVED
DIVISION OF CORPORATION

NC
OFF
12-27

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 307.1804, F.S.)

RECEIVED
96 DEC 27 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. US&S Merger Sub Inc.
Name of corporation as it appears on the records of the Department of State
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: December 6, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 10, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Union Switch & Signal Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Michael P. Rivera

Signature

December 24, 1996

Date

Michael P. Rivera

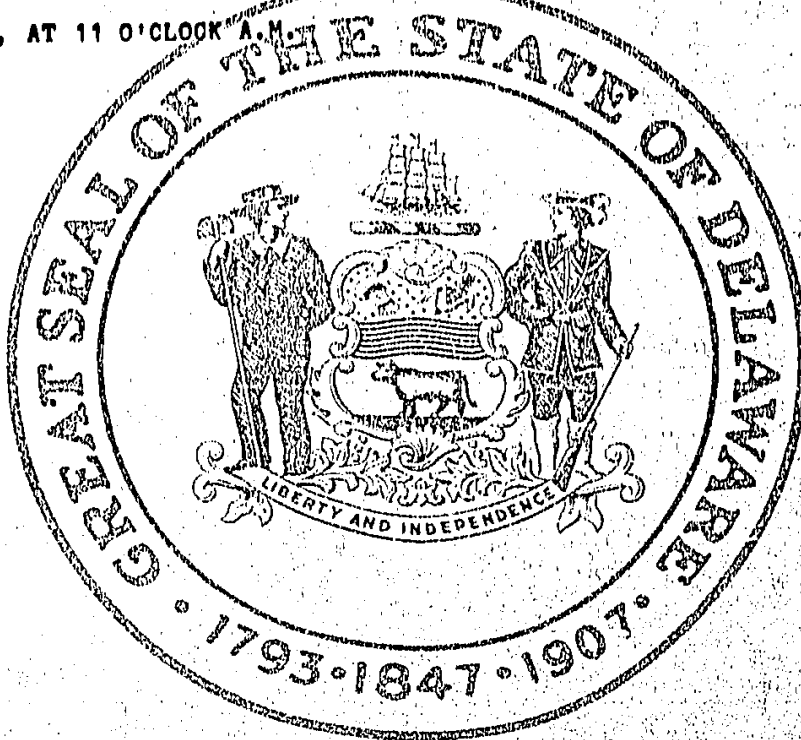
Typed or printed name

Secretary

Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "US&S MERGER SUB INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "UNION SWITCH & SIGNAL INC.", THE TENTH DAY OF DECEMBER, A.D. 1996, AT 11 O'CLOCK A.M.



2676746 8320

960372980

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8246902

12-18-96