

F99000000542



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 112364 4330276

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Puyk

ORDER DATE : January 26, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 112364-005

CUSTOMER NO: 4330276

000002757000--1

CUSTOMER: Rebecca L. Foley, Legal Asst
Jones Day Reavis & Pogue
77 West Wacker Dr.
Suite 3500
Chicago, IL 60601-1692

FOREIGN FILINGS

NAME: ABC RAIL SYSTEMS, 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: Robert Maxwell

DIVISION OF CORPORATION

99 JAN 28 AM 10:42

RECEIVED

*changing article 2
per Robert Maxwell*

FILED
99 JAN 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 28 1999

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. ABC Rail Systems, 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. WISCONSIN
(State or country under the law of which it is incorporated)
3. 391611003
(FEI number, if applicable)
4. March 6, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 31, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 421 S. Nine Mound Road

Verona, WI 53593

(Current mailing address)

8. To engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law.
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

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.

Deborah W Skipper as agent
(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.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached list of officers and directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached list of officers and directors.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

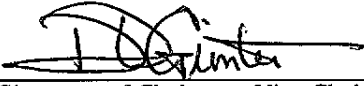
Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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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. Donald W. Grinter, Chairman & CEO
(Typed or printed name and capacity of person signing application)

ABC RAIL SYSTEMS, INC.

Directors

Donald W. Grinter - Chairman of the Board
ABC Rail Products Corporation
200 S. Michigan Avenue
Chicago, IL 60604-2402

Norman M. Doerr
25440 Flame Tree Drive
Sun Lakes, AZ 85248

D. Chisholm MacDonald
ABC Rail Products Corporation
200 S. Michigan Avenue
Chicago, IL 60604-2402

J. Michael Wilson
ABC Rail Systems, Inc.
1387 Cassat Ave.
Jacksonville, FL 32205

Steven M. Yoder
ABC Rail Systems, Inc.
421 S. Nine Mound Road
Verona, WI 53593

Officers

Donald W. Grinter - Chief Executive Officer
address above

Steven M. Yoder - President
address above

Robert W. Willmschen - Chief Financial Officer, Treasurer, and Secretary
ABC Rail Products Corporation
200 S. Michigan Avenue
Chicago, IL 60604-2402

Ronald W. Carne - Executive Vice President
ABC Rail Systems, Inc.
421 S. Nine Mound Road
Verona, WI 53593

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ABC RAIL SYSTEMS, INC.

Directors and Officers (continued)

R. Daniel Birt - Senior Vice President
ABC Rail Systems, Inc.
421 S. Nine Mound Road
Verona, WI 53593

Daniel Foth - Vice President Business Development
ABC Rail Systems, Inc.
421 S. Nine Mound Road
Verona, WI 53593

Michael O'Keefe - Vice President
ABC Rail Systems, Inc.
421 S. Nine Mound Road
Verona, WI 53593

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TALLAHASSEE, FLORIDA

DOM
180 181 185

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that
ABC RAIL SYSTEMS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is
MAY 5, 1988.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on January 27, 1999.

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: Patricia Ueber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.