

F990000000542

ABC-NACO

ABC-NACO Inc.
2001 Butterfield Road
Suite 502
Downers Grove, IL 60515

Tel. (630) 852-1300
Fax (630) 852-2264

FILED
MAR 27 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 14, 2000

VIA U.S. MAIL

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

000003186090--1
-03/28/00--01006--005
*****35.00 *****35.00

Re: ABC Rail Systems Inc.

Dear Sir or Madam:

ABC Rail Systems Inc. is a foreign corporation qualified to do business in Florida since 1999. Enclosed please find the original and one copy of the Application for Authorization to Transact Business in Florida to change the name of the corporation to ABC-NACO Rail Systems Inc. You will also find enclosed a certificate of existence from the State of Wisconsin and the filing fee in the amount of \$35.00.

Please return a file-stamped copy of the Application for Authorization to Transaction Business in Florida in the self-addressed, stamped envelope. Thank you for your assistance with this matter and should you have any questions please contact me at (630) 852-1300.

Sincerely,

Maribeth St. Amour

Maribeth St. Amour
Staff Paralegal

N/C

V. SHEPARD APR 5 2000

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

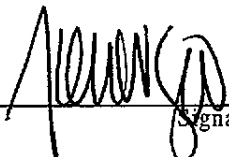
SECTION I
(1-3 MUST BE COMPLETED)

1. ABC RAIL SYSTEMS, INC.
Name of corporation as it appears on the records of the Department of State.
2. WISCONSIN 3. 1/28/99
Incorporated under laws of Date authorized to do business in Florida

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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? JANUARY 18, 2000
5. ABC-NACO RAIL SYSTEMS INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
NO CHANGE
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
NO CHANGE
New Jurisdiction


Signature

March 14, 2000
Date

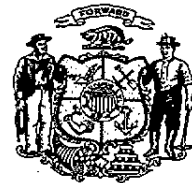
Jon C. Vigano
Typed or printed name

Assistant Secretary
Title

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, RAY ALLEN, Acting Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

ABC-NACO RAIL SYSTEMS INC.

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

I further certify that said corporation filed an amendment on January 18, 2000, changing the corporate name from ABC RAIL SYSTEMS, INC. to the present name of ABC-NACO RAIL SYSTEMS INC.. according to the records of this department.

I further certify that said 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 February 9, 2000.

RAY ALLEN, Acting Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY:



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.