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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

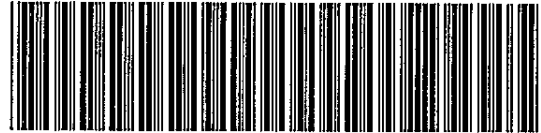
(Business Entity Name)

(Document Number)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE
CORPORATIONS

CT CORPORATION

January 7, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5719928 WO
Customer Reference 1: None
Customer Reference 2: None

Dear Secretary of State, Florida:

Please file the attached:

Loram Rail Services, LLC (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Loram Rail Services LLC
(Name of foreign limited liability company)

2. Delaware 3. 04-3724911
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 01/01/2003 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 01/01/2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 3900 Arrowhead Drive, P.O. Box 188, Hamel, MN 55340
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

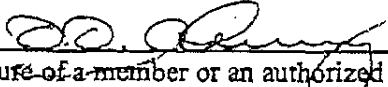
9. The usual business addresses of the managing members or managers are as follows:

Donald D. Cherrey, 3900 Arrowhead Drive, P.O. Box 188, Hamel, MN 55340
Paul V. Wilson
3900 Arrowhead Drive, P.O. Box 188, Hamel, MN 55340

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STATE OF FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Railway Maintenance Services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Donald D. Cherrey
Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Loram Rail Services LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box_NQT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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CLERK OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System

Lauren Greco
(Signature)

Lauren Greco
Assistant Secretary

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)