

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED

Aug 12 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32524 (1)

1. Corporation Name
RAIL EUROPE, INC.



Principal Place of Business 500 MAMARONECK AVE. HARRISON NY 10258 US	Mailing Address 500 MAMARONECK AVE. HARRISON NY 10528 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/18/1991	
2. Principal Place of Business 21 500 MAMARONECK AVE. Suite, Apt. #, etc. 22	2a. Mailing Address 26
City & State 23 HARRISON, NY	City & State 27
Zip 24 10528	Country 25 USA
4. FEI Number 13-3598353	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	FL 85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FRELAT, BERNARD		1.2 NAME		
STREET ADDRESS	230 WESTCHESTER AVE.		1.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		1.4 CITY-ST-ZIP	HARRISON, NY 10528	
TITLE	VS	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SUNCIC, PATRICE		2.2 NAME		
STREET ADDRESS	230 WESTCHESTER AVE.		2.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		2.4 CITY-ST-ZIP	HARRISON, NY 10528	
TITLE	VT	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	MORETTI, JULIE ANNE		3.2 NAME	VALIJAN, NORA	
STREET ADDRESS	230 WESTCHESTER AVENUE		3.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		3.4 CITY-ST-ZIP	HARRISON, NY 10528	
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	JEAN-PIERRE GOETZINGER		4.2 NAME		
STREET ADDRESS	230 WESTCHESTER AVE.		4.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		4.4 CITY-ST-ZIP	HARRISON, NY 10528	
TITLE	D	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	ZOEBELI, CHRIS		5.2 NAME		
STREET ADDRESS	230 WESTCHESTER AVENUE		5.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		5.4 CITY-ST-ZIP	HARRISON, NY 10528	
TITLE	D	<input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CLAUD WARNERY		6.2 NAME		
STREET ADDRESS	230 WESTCHESTER AVENUE		6.3 STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	WHITE PLAINS NY		6.4 CITY-ST-ZIP	HARRISON, NY 10528	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (5/98)

7/2-19c 914-687-2900