

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 22, 1999 8:00 am
Secretary of State

02-22-1999 90045 009 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32524

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

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Country 25	Zip 29
Country 25	Country 30

3. Date Incorporated or Qualified 01/18/1991	
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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input 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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	FRELAT, BERNARD	
STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	HARRISON NY 10528	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	SUNCIC, PATRICE	
STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	HARRISON NY 10528	
TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	VALIJAN, NORA	
STREET ADDRESS	500 MAMARONECK AVE	
CITY-ST-ZIP	HARRISON NY 10528	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	JEAN-PIERRE GOETZINGER	
STREET ADDRESS	500 MAMARONECK AVENUE	
CITY-ST-ZIP	HARRISON NY 10528	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ZOEBELI, CHRIS	
STREET ADDRESS	500 MAMARONECK AVENUE	
CITY-ST-ZIP	HARRISON NY 10528	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	CLAUD WARNERY	
STREET ADDRESS	500 MAMARONECK AVENUE	
CITY-ST-ZIP	HARRISON NY 10528	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/11/99

Date

914 682 2999

Daytime Phone #

CR2E034 (1/1/98)