

RAIL MANAGEMENT CORPORATION  
P.O. BOX 28300  
PANAMA CITY, FL 32411  
(850)230-8331

P35788

April 17, 2000

100003216821--2  
-04/20/00--01081--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Dear Sir/Madam:

Please accept this application for the name change described in the information. The corporate return address and telephone number are as follows:

Rail Management Corporation  
P.O. Box 28300  
Panama City, FL 32411  
(850)230-8331

If you have any questions, please call me.

Sincerely,

*Lisa L. Allen*

Lisa L. Allen  
Accounting Manager

FILED  
00 APR 20 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gave OK  
to correct  
old name  
*ef*

N/C  
Amel  
4/28/00  
*Spayre*

**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. RAIL MANAGEMENT AND CONSULTING CORPORATION  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE Incorporated under laws of
3. OCTOBER 4, 1991 Date authorized to do business in Florida

**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? NOVEMBER 30, 1998
5. RAIL MANAGEMENT CORPORATION  
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.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

  
Signature

4/17/90  
Date

D. SCOTT HELMS  
Typed or printed name

VICE PRESIDENT  
Title

FILED  
00 APR 20 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF "RAIL MANAGEMENT AND  
CONSULTING CORPORATION", CHANGING ITS NAME FROM "RAIL MANAGEMENT  
AND CONSULTING CORPORATION" TO "RAIL MANAGEMENT CORPORATION",  
FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D.  
1998, AT 9 O'CLOCK A.M.

0930858 8100

001101108



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0286295

AUTHENTICATION:

02-29-00

DATE:

02/29/00

11:24

DIV OF CORPS - TECH SUPPORT - CT WILM

NO. 651

005

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 AM 11/30/1998  
981457427 - 0930858

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RAIL MANAGEMENT AND CONSULTING CORPORATION**

Pursuant to Section 242 of the General Corporation  
Law of the State of Delaware

The undersigned, pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify and set forth as follows:

**FIRST:** The name of the corporation is Rail Management and Consulting Corporation.

**SECOND:** The amendment to the Certificate of Incorporation to be effected hereby is as follows:

Paragraph First of the Certificate of Incorporation setting forth the name of the corporation is hereby amended as follows:

**FIRST:** The name of the corporation is Rail Management Corporation.

**THIRD:** The amendment effected herein was authorized by the affirmative vote of a majority of the members of the governing body pursuant to Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 16<sup>th</sup> day of November, A.D. 1998.

By:

  
K. Earl Durden, Its President

ATTEST:

  
D. Scott Helms, Secretary