

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

Oct 01 1998 8:00am
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P95000061932 (6)

1. Corporation Name
 RAIL ENVIRONMENTAL SERVICES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 917 NE JENSEN BEACH BOULEVARD, JENSEN BEACH FL 34957
 Mailing Address: 917 NE JENSEN BEACH BOULEVARD, JENSEN BEACH FL 34957

3. Date Incorporated or Qualified: 08/10/1995

2. Principal Place of Business: 927 NE JENSEN BEACH BLVD
 2a. Mailing Address: 927 NE JENSEN BEACH BLVD

4. FEI Number: 65-0600425

23. City & State: JENSEN BEACH FL
 28. City & State: JENSEN BEACH FL

5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

24. Zip: 34957, Country: MARTIN
 29. Zip: 34957, Country: MARTIN

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 VELING, GORDON H
 917 NE JENSEN BEACH BOULEVARD
 JENSEN BEACH FL 34957

10. Name and Address of New Registered Agent
 81 Name: VELING, GORDON H.
 82 Street Address: 927 NE, JENSEN BEACH BLVD.
 84 City: JENSEN BEACH FL 85 Zip Code: 34957

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: GORDON H VELING 9/25/98

12. OFFICERS AND DIRECTORS

TITLE	D	DELETED
NAME	BALZER, JOHN	
STREET ADDRESS	1500 NE 35TH STREET	
CITY-ST-ZIP	JENSEN BEACH FL 34957	
TITLE	D	DELETED
NAME	VELING, GORDON H	
STREET ADDRESS	2335 NW BAY COLONY DRIVE	
CITY-ST-ZIP	STUART FL 34994	
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		DELETED
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	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.

SIGNATURE: GORDON H VELING 9/25/98 521-334-2151

CR2E034 (5/98)