

F99000000542



ACCOUNT NO. : 072100000032

REFERENCE : 112364 4330276

AUTHORIZATION :

*Patricia Puyate*

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 112364-005

CUSTOMER NO: 4330276

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CUSTOMER: Rebecca L. Foley, Legal Asst  
Jones Day Reavis & Pogue  
77 West Wacker Dr.  
Suite 3500  
Chicago, IL 60601-1692

*222-9171*

FOREIGN FILINGS

NAME: ABC RAIL SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

*changing article 2  
per Robert Maxwell*

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99 JAN 28 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

99 JAN 28 AM 10:42

AL JAN 28 1999

RECEIVED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. ABC Rail Systems, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. WISCONSIN 3. 391611003  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 6, 1989 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 31, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 421 S. Nine Mound Road  
Verona, WI 53593  
(Current mailing address)

8. To engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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10. **Registered agent's acceptance:**  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
Deborah W Skipper as agent  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: See attached list of officers and directors.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See attached list of officers and directors.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

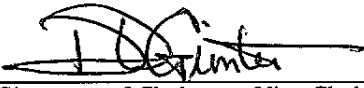
Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Donald W. Grinter, Chairman & CEO  
(Typed or printed name and capacity of person signing application)

**ABC RAIL SYSTEMS, INC.**

Directors

Donald W. Grinter - Chairman of the Board  
ABC Rail Products Corporation  
200 S. Michigan Avenue  
Chicago, IL 60604-2402

Norman M. Doerr  
25440 Flame Tree Drive  
Sun Lakes, AZ 85248

D. Chisholm MacDonald  
ABC Rail Products Corporation  
200 S. Michigan Avenue  
Chicago, IL 60604-2402

J. Michael Wilson  
ABC Rail Systems, Inc.  
1387 Cassat Ave.  
Jacksonville, FL 32205

Steven M. Yoder  
ABC Rail Systems, Inc.  
421 S. Nine Mound Road  
Verona, WI 53593

Officers

Donald W. Grinter - Chief Executive Officer  
address above

Steven M. Yoder - President  
address above

Robert W. Willmschen - Chief Financial Officer, Treasurer, and Secretary  
ABC Rail Products Corporation  
200 S. Michigan Avenue  
Chicago, IL 60604-2402

Ronald W. Carne - Executive Vice President  
ABC Rail Systems, Inc.  
421 S. Nine Mound Road  
Verona, WI 53593

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**ABC RAIL SYSTEMS, INC.**

**Directors and Officers (continued)**

R. Daniel Birt - Senior Vice President  
ABC Rail Systems, Inc.  
421 S. Nine Mound Road  
Verona, WI 53593

Daniel Foth - Vice President Business Development  
ABC Rail Systems, Inc.  
421 S. Nine Mound Road  
Verona, WI 53593

Michael O'Keefe - Vice President  
ABC Rail Systems, Inc.  
421 S. Nine Mound Road  
Verona, WI 53593

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DOM  
180.181.185

United States of America  
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that  
ABC RAIL SYSTEMS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is  
MAY 5, 1988.

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TALLAHASSEE, FLORIDA  
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I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on January 27, 1999.

RICHARD L. DEAN, Secretary  
Department of Financial Institutions

BY: Patricia Ueber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.