

P08088



ACCOUNT NO. : 072100000032

REFERENCE : 524338 4301701

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 35.00

ORDER DATE : December 21, 1999

ORDER TIME : 2:34 PM

ORDER NO. : 524338-030

CUSTOMER NO: 4301701

CUSTOMER: Joel B. Cutler, Esq
Murtagh, Cohen & Byrne
1100 Franklin Ave.

Garden City, NY 11530

FILED
00 JAN -3 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

300003085423--3

NAME: RAILROAD SERVICE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Erika Carlson

PA Chang

RECEIVED
00 JAN -3 AM 8:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. LEWIS JAN 4 2000

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Nevada submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: RAILROAD SERVICE, INC.
2. The mailing address of the corporation is: 8485 West 210th Street, Lakeville, MN 55044
3. Date of incorporation/qualification: November 13, 1985 Document number: P08088
4. The name and address of the current registered agent and office:
CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

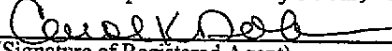
December 16, 1999
(Date)

Scott D. Brace, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: 
(Signature of Registered Agent)

December 30, 1999
(Date)

If signing on behalf of an entity:

Carol K. Dolor

(Typed or Printed Name)

Assistant Vice President
(Capacity)

*** FILING FEE: \$35.00 ***