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FILED
00 OCT 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 859965 7205112

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 35.00

ORDER DATE : October 11, 2000

ORDER TIME : 11:20 AM

ORDER NO. : 859965-025

700003427627--2

CUSTOMER NO: 7205112

CUSTOMER: Michael Rivera, Vice President
Railworks Corporation
6225 Smith Avenue
Suite 200
Baltimore, MD 21209

FOREIGN FILINGS

NAME: RAILROAD SERVICE INC.

XX PROFIT

XX CORPORATE N.C.

G. COULLETTE OCT 17 2000

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

RECEIVED
00 OCT 17 PM 12:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

* Film
back page

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. Railroad Service Inc.
Name of corporation as it appears on the records of the Department of State.
2. Nevada 3. 11/13/85
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/15/00

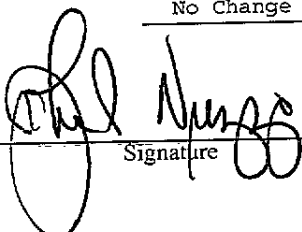
5. Railworks Track Systems, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change
New Jurisdiction


Signature
John Nuzzo
Typed or printed name

10/15/00
Date
Assistant Secretary
Title

FILED
OCT 17 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(\$ 75)



DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4786
(775) 684 5708

**Certificate of
Amendment**
(PURSUANT TO NRS 78.385 and
78.390)

Office Use Only

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 09 2000
No. C1301-85

Dean Heller
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
- Remit in Duplicate -

1. Name of corporation: Railroad Service Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article I - The Corporate name has been changed to Railworks Track Systems,
Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: UNANIMOUS *

4. Signatures (Required):

Will O'Neil

President or Vice President

John A. [Signature]

and Secretary or Asst. Secretary

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

10/09/2000 12:15P MLR145 FY01-000-22282

STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and
complete copy of the document as filed in
this office.

OCT 12 2000


Dean Heller

By

