



State of Alabama
Office Of The Secretary Of State
Certificate Of Authority
of

BOOK 033 PAGE 767

ABC Rail Corporation, a Delaware corporation

The undersigned, as Secretary of the State of Alabama, hereby certifies that duplicate originals of Application for Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to the above named corporation to transact business in this State under the name of

ABC Rail Corporation

and attaches hereto a duplicate original of the Application for such Certificate.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 1, 1987

Date

Glen Browder

Glen Browder

Secretary of State

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STATE OF ALABAMA

APPLICATION FOR CERTIFICATE OF AUTHORITY OF A FOREIGN CORPORATION TO TRANSACT BUSINESS IN ALABAMA

FILED IN THIS OFFICE

JUL - 1 1987

4:08 PM

SECRETARY OF STATE

INSTRUCTIONS

PLEASE PRINT OR TYPE ALL ENTRIES

Each section MUST BE completed in full or the application will not be considered properly filed.

1. Please enter exact name of corporation.
2. No Certificate of Authority will be issued to a foreign corporation unless the corporate name of such corporation shall contain the word "corporation" or "incorporated" or shall contain an abbreviation of one of such words, or such corporation shall, for the use in this State, add at the end of its name one of such words or an abbreviation thereof.
- 5 & 6. These addresses must be STREET ADDRESSES, not post office box.
14. The certification by authenticating officer must be an original with a current date (not more than six months old).
15. The application for Certificate of Authority must be executed for the corporation by its president or a vice president and by its secretary or assistant secretary, and verified by one of the officers signing such application.

THE FEE FOR FILING APPLICATION FOR CERTIFICATE OF AUTHORITY IS \$75.00 MAKE CHECK OR MONEY ORDER PAYABLE TO SECRETARY OF STATE Mail Duplicate Originals of this Application WITH THE FILING FEE OF \$75.00 To:

Secretary of State
Corporation Division
524 State Office Building
Montgomery, Alabama 36130

TO THE SECRETARY OF STATE OF THE STATE OF ALABAMA:

Pursuant to the provisions of Section 121, Act No. 80-633, known as the Alabama Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Alabama, and for that purpose submits the following statement:

1. Exact Name of Corporation: ABC RAIL CORPORATION
2. The name elected to be used in Alabama is (see instructions): ABC Rail Corporation
3. State or Country of incorporation: Delaware
4. Date of incorporation: February 24, 1987 Duration of corporation Perpetual
5. Address of principal office in state or country of incorporation:

c/o The Corporation Trust, 1209 Orange Street, Wilmington, Delaware 19801
Street address (not P.O. box) City State Zip

Address of registered office in Alabama and registered agent at such address:

THE CORPORATION COMPANY

Name of agent

60 Commerce Street

Montgomery

Alabama

36103

Street address (not P.O. box)

City

State

Zip

Purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Alabama:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware to the extent permitted by the Alabama Business Corporation Act.

8. The names and respective addresses of its directors and officers are:

Name	Office/Title	Street Address
Glenn E. Stinson	Sole Director/President	1440 N. State Pkwy., Apt. 14B Chicago, Illinois 60610
James F. Hinel	Vice Pres./Secretary	10 Highfield Lane Wayne, Pennsylvania 19087
Ned M. Cole, Jr.	Vice President	3315 Lakewood Court Glenview, Illinois 60025
John Dains	Treasurer/Asst. Secretary	2643 N. Mildred Chicago, Illinois 60614

9. The aggregate number of shares which the corporation HAS AUTHORITY TO ISSUE, itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

Number of shares
1,000

Class
Common

Series
None

Par value per share or statement that
shares are without par value \$1.00
per share

10. The aggregate number of ISSUED SHARES itemized by classes, par value of shares, shares without par value, and series, if any, within a class:

Number of shares 277 21
Common

Series
None

Par value per share or statement that
shares are without par value \$1.00
per share

11. Is a majority of any such stock owned or controlled by non-U.S. Citizens. If so please list Alabama counties in which said corporation owns real property:

No

(Please attach additional sheets if necessary)

12. Has the Corporation or any of its officers or directors acting on behalf of the corporation been convicted of violating federal or any state criminal statutes? No
Yes or No

If yes, please specify

(please attach additional sheets if necessary)

13. A statement expressed in dollars - of the amount of stated capital of the corporation \$ 277.78

14. This application is accompanied by a copy of articles of incorporation and all amendments thereto, duly certified by the proper officer of the state under the laws of which it is incorporated, together with the filing fee of \$75.00.

15. Date: June 25, 1987

ABC Rail Corporation

(Name of corporation)

By: [Signature] President

By: [Signature] Secretary

STATE OR COUNTRY Illinois

COUNTY OF Cook

Before me, the undersigned authority in and for said county and state, personally appeared GLENN E. STINSON, who being by me first duly sworn, doth depose and say that he is the President of ABC RAIL CORPORATION and that the foregoing statements contained in this report are true, full and correct.

(Signature of officer)

Subscribed and sworn to before me on the 25th day of June, 1987 in witness whereof I hereunto subscribe my name and affix the seal of my office.

(Notary public)

My commission expires

OFFICIAL SEAL
Charles P. Fitzpatrick
Notary Public, State of Illinois
My Commission Expires 10/28/90

CERTIFICATE OF AUTHORITY

I, Don Siegelman, Secretary of State of Alabama, do hereby issue this Certificate of Authority to the above named corporation to transact business in this State under said name or under the name of _____ and hereby certify that this document is a duplicate original of the Application for such Certificate.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Alabama, at the Capitol, in the City of Montgomery, on this day.

Date

Don Siegelman, Secretary of State

Secretary of State
State of Alabama

I hereby certify that this is a true
and complete copy of the document filed in
this office on July 1, 1987.

Dated 7-1-87

Glen Browder

Glen Browder
Secretary of State

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1987 JUL 10 PM 3:49
T. Thomas A. Browder, Jr.
JUDGE OF PROBATE

RECORDING FEES	
Recording Fee	\$ <u>10⁰⁰</u>
Index Fee	<u>1⁰⁰</u>
TOTAL	\$ <u>11⁰⁰</u>