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ABEX CORPORATION
CERTIFIED COPY OF CORPORATE RESOLUTION

I hereby certify that I am the duly elected and qualified Secretary of Abex Corporation, a Delaware corporation (the "Corporation") and that the following is a true and correct copy of the resolution adopted by the Board of Directors (the "Board") of the Corporation in accordance with its bylaws and applicable statutes on April 8, 1987:

BOX 140 PAGE 30

RESOLVED, that the Corporation be, and it hereby is, authorized to sell the assets and business of the Corporation's Railroad Products Division to ABC Rail Corporation, a Delaware corporation, substantially at the price and upon the other terms and conditions previously presented to this Board; and in connection therewith the President or any Vice President of the Corporation be, and each of them hereby is, authorized, acting singly, to enter into such agreements and execute and deliver such deeds and instruments of conveyance and to take such action as may be necessary and appropriate to carry out the terms of this resolution.

I hereby certify that the foregoing resolution is in full force and effect as of the date of this Certificate and that such resolution has not been rescinded, annulled, revoked or modified.

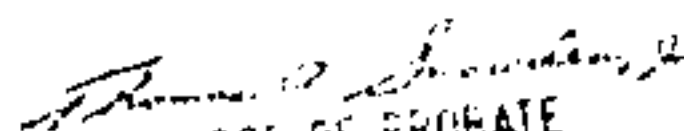
IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Corporation as of the 8 day of July, 1987.

Corporate Seal


Christoph L. Hoffmann
Secretary

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 JUL 10 PM 3:51


JUDGE OF PROBATE

RECORDING FEES

Recording Fee	\$250
Index Fee	100
TOTAL	\$350

Jack A