

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

AFFIDAVIT

CHARLES E. SELF, being first duly sworn upon oath,
deposes and states as follows:

1. That he is the duly elected Treasurer of ABC Rail Products Corporation, a Delaware corporation, and authorized to attest to the matters herein;

2. That ABC Rail Corporation changed its name to ABC Rail Products Corporation by Certificate of Amendment of Restated Certificate of Incorporation dated October 12, 1993 (the "Amendment"); and

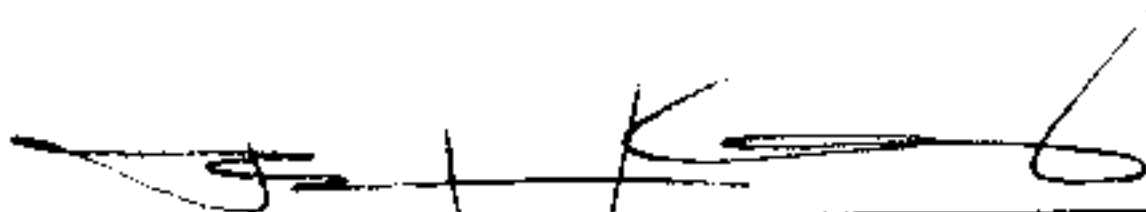
3. That attached hereto is a true and correct copy of the Amendment as certified by the Secretary of State of the State of Delaware on March 24, 1995.

Further Affiant sayeth not.



CHARLES E. SELF, as Treasurer
of ABC RAIL PRODUCTS CORPORATION,
a Delaware corporation

SUBSCRIBED AND SWORN TO
before me this 30th day
of March, 1995.



NOTARY PUBLIC

My commission expires: 11-29-97



Inst # 1995-08496

04/04/1995-08496
08:42 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 27.00

Charles E. Self

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ABC RAIL CORPORATION", CHANGING ITS NAME FROM "ABC RAIL CORPORATION" TO "ABC RAIL PRODUCTS CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 1993, AT 11 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7449859

03-24-95

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CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

ABC Rail Corporation (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, has adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Company:

RESOLVED, that Article FIRST of the Restated Certificate of Incorporation of the Company is amended to be and read in its entirety as follows:

FIRST. The name of the Corporation is ABC Rail Products Corporation.

RESOLVED, that the foregoing Amendment be submitted for approval by the stockholders of the Company entitled to vote thereon at a special meeting of stockholders or pursuant to action taken by written consent in lieu thereof, and the Board does hereby recommend that such Amendment be approved.

RESOLVED, that the President or any Vice President and the Secretary of the Company are hereby authorized and empowered to take such steps and to do such things and to execute and file or deliver such documents as may be required by law or as may be deemed appropriate or proper in their judgment or the judgment of counsel to the Company in connection with such Amendment.

RESOLVED, that any arrangement, agreement, or other instrument or document executed pursuant to these resolutions by any officer of the Company, or by an employee of the company acting pursuant to delegation of authority, may be attested by such person under the corporate seal of the Company and may contain such terms and provisions as such person shall, in his sole discretion, determine.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

Caroline J. Little

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ABC Rail Corporation has caused this Certificate of Amendment to be signed by Donald W. Grinter, its President, and attested by Donald C. MacDonald, its Secretary, this 12th day of October, 1993.

ABC RAIL CORPORATION

By:



President

Attest:



Secretary

Exhibit "A"

Beginning at the Southwest corner of Block "F". according to the Survey and Map of Resurvey of Russel R. Hetz property as recorded in Map Book 3 page 119, in the Probate Office of Shelby County, Alabama, and run Northerly along the East line of 18th Street and along the West line of Blocks "F," "T," "P" to the intersection and "D" with the South line of Rose Lake Drive on the Western boundary of Lot 1, in Block "D" of said subdivision; thence along the South line of Rose Lake Drive in a Northeast, East, Southeast and Southerly direction around Block "D" of said subdivision on to a point 40 feet South of the Northeast corner of Lot 10 in said Block "D"; thence Southeasterly across Rose Lake Drive to the Northwest corner of Lot 13, Block "O" in said subdivision; thence East along the South line of 11th Avenue to the Northeast corner of Block 18 of said subdivision; thence South along the East line of said Block 18, extended, to the Northeast corner of Block 11 of said subdivision; thence Northeasterly along the South line of Woodbine Avenue to the Northeast corner of Lot 3, in Block 10 of said subdivision; thence Southeast along the Northeast line of said Lot 3 to the Southeast corner of said Lot and the North line of Southern Railway right of way, according to said map; thence Southwest along the North or Northwest line of said right of way to the point of beginning; including in the above description all of Blocks "D", "E", "F", "O", "P", "T", "U", 11, 18 and Lots 1, 2 and 3 in Block 10 according to the map of said Survey, together with certain streets and alleys included within the above metes and bounds description.

All of Blocks "R" and "S" and all that part of Patricia Place that lies West of 18th Avenue according to a Resurvey of Russel R. Hetz property as recorded in Map Book 3 page 119, in the Probate Office of Shelby County, Alabama.

Beginning at the Southeast corner of Fractional Section 20, Township 22 South, Range 2 West, Shelby County, Alabama and from said point run North along the Section line a distance of 985 feet to a point; thence run North 69 deg. 09 min. East 102.88 feet to a point; thence run North and parallel to the West right of way of 18th Street a distance of 429 feet to the point of beginning of the lot herein described; from said point continue North and parallel to said 18th Street a distance of 745 feet to a point; run thence West and at right angles to said 18th Street a distance of 448 feet to a point; thence run South and parallel to said 18th Street a distance of 745 feet to a point; thence run East and at right angles to 18th Street a distance of 448 feet to point of beginning; lying and being in the SE 1/4 of Section 20, Township 22 South, Range 2 West and in SW 1/4 of Section 21, Township 22 South, Range 2 West, Shelby County, Alabama.

Beginning at the Southeast corner of Section 20, Township 22 South, Range 2 West Fractional Section in Shelby County, Alabama and run thence North on and along the Section line 985 feet to the point of beginning of the lot herein described: from said point North 69 deg. 09 min.

East 102.88 feet to a point: thence run North and parallel to the West right of way of 18th Street a distance of 429 feet to a point: thence West and at right angles to said 18th Street for 448 feet to a point: thence run North and parallel to said 18th Street for 191 feet to a point; run thence West and at right angles to said 18th Street for 437 feet to a point, run thence South and parallel to said 18th Street for 304 feet to a point; run thence West and at right angles to said 18th Street for 350 feet, more or less, to a point on the East right of way of a public road; run thence South 9 deg. East on and along said East right of way of public road for 415 feet to a point; continue to run South 20 deg. 51 min. East for a distance of 300 feet; thence run North 69 deg. 09 min. East 958.02 feet back to the point of beginning; lying and being in the SE 1/4 of Section 20, Township 22 South, Range 2 West and in the SW 1/4 of Section 21, Township 22 South, Range 2 West.

A part of the NE 1/4 of SE 1/4 of Section 20 and a part of the NW 1/4 of SW 1/4 of Section 21, Township 22 South, Range 2 West, described as follows:

in Shelby County, Alabama

Commence at the Southeast corner of Section 20, Township 22 South, Range 2 West and run North along the East line of Section 20 a distance of 755.27 feet to the Northwest right of way line of the Southern Railway and the point of beginning; thence turn an angle of 110 deg. 51 min. to the left and run along said right of way line a distance of 503.68 feet; thence turn an angle of 90 deg. to the right and run a distance of 210.00 feet; thence turn an angle of 89 deg. 40 min. to the right and run Northeast and parallel with said Railroad right of way a distance of 711.90 feet to a point; thence turn an angle of 113 deg. 13 min. to the right and run a distance of 229.73 feet to the Northwest right of way line of the Southern Railway; thence turn an angle of 67 deg. 07 min. to the right and run along said right of way line a distance of 118.88 feet to the point of beginning. EXCEPTING any part of the above that may lie within Lots 15, 16 and 17, Block S according to the Resurvey of Russel R. Hetz Property as recorded in Map Book 3 page 119, in the Probate Office of Shelby County, Alabama.

ALL OF THE ABOVE DESCRIBED PROPERTY BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

A parcel of land situated in part of Section 20 and 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of Section 21, Township 22 South, Range 2 West and run in a Northerly direction along the West line of said Section, a distance of 755.27 feet to the Northwesterly right of way line of the Southern Railroad, being the point of beginning; thence 69 deg. 09 min. right, in a Northeasterly direction, along said right of way, a distance of 292.32 feet; thence 0 deg. 01 min. right in a Northeasterly

direction along said right of way a distance of 2064.00 feet; thence 86 deg. 46 min. left, in a Northwesterly direction, a distance of 175.28 feet to the Southern right of way line of Woodbine Avenue; thence 93 deg. 14 min. left, in a Southwesterly direction along said right of way line, a distance of 185.00 feet; thence 114 deg. 40 min. right in a Northerly direction, a distance of 454.68 feet; thence 90 deg. 00 min. left, in a Westerly direction, a distance of 643.51 feet; thence 19 deg. 45 min. 20 sec. right, in a Northwesterly direction a distance of 54.95 feet; thence 70 deg. 14 min. 40 sec. right, in a Northerly direction, a distance of 440.00 feet; thence 45 deg. 00 min. left, in a Northwesterly direction, a distance of 200.00 feet; thence 45 deg. 00 min. left, in a Westerly direction, a distance of 493.74 feet; thence 45 deg. left in a Southwesterly direction, a distance of 329.67 feet to the Easterly right of way line of 18th Street; thence 45 deg. left, in a Southerly direction along said right of way line a distance of 484.27 feet; thence 90 deg. right, in a Westerly direction, a distance of 260.00 feet; thence 90 deg. right, in a Northerly direction, a distance of 51.53 feet; thence 90 deg. left, in a Westerly direction, a distance of 435.34 feet; thence 90 deg. 08 min. left, in a Southerly direction, a distance of 556.79 feet; thence 90 deg. 08 min. right, in a Westerly direction, a distance of 450.94 feet; thence 90 deg. left, in a Southerly direction, a distance of 304.00 feet; thence 90 deg. right, in a Westerly direction, a distance of 310.00 feet; thence 108 deg. 08 min. 50 sec. left, in a Southeasterly direction, a distance of 293.40 feet; thence 3 deg. 21 min. 20 sec. right, in a Southeasterly direction a distance of 203.00 feet; thence 9 deg. 16 min. 30 sec. left, in a Southeasterly direction, a distance of 210.18 feet; thence 2 deg. 18 min. 40 sec. left, in a Southeasterly direction, a distance of 95.74 feet; thence 90 deg. 19 min. 20 sec. left, in a Northeasterly direction, a distance of 357.29 feet; thence 90 deg. 01 min. right, in a Southeasterly direction, a distance of 210.01 feet to said Northwesterly right of way line of the Southern Railroad; thence 90 deg. left in a Northeasterly direction along said right of way line, a distance of 480.14 feet to the point of beginning.

THERE IS EXCEPTED HEREFROM THE FOLLOWING DESCRIBED PARCEL:

A parcel of land situated in Section 21, Township 22 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the SW corner of said Section 21: thence in a Northerly direction along the West line of said Section 21, a distance of 755.27 feet to the intersection with the Northwesterly right of way line of the Southern Railroad; thence 69 deg. 09 min. right, in a Northeasterly direction along said right of way line, a distance of 137.00 feet to the point of beginning, said point also being that certain point of beginning as described in Deed Book 343 page 492, in the Office of the Judge of Probate in Shelby County, Alabama; thence continue along

last described course. a distance of 155.32 feet; thence 0 deg. 01 min. right, in a Northeasterly direction along said right of way line, a distance of 571.48 feet; thence 90 deg. left, in a Northwesterly direction, a distance of 255.00 feet; thence 90 deg. left, in a Southwesterly direction, a distance of 257.00 feet; thence 90 deg. right, in a Northwesterly direction, a distance of 65.97 feet; thence 89 deg. 56 min. left, in a Southwesterly direction a distance of 469.80 feet; thence 90 deg. 04 min. left, in a Southwesterly direction, a distance of 321.57 feet to the point of beginning.

All being situated in Shelby County, Alabama.

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