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State of Idaho

Department of State

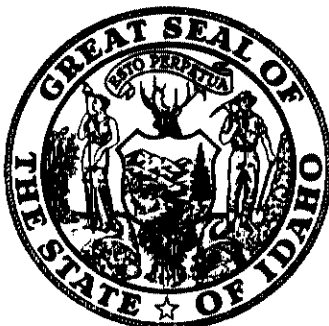
CERTIFICATE OF AUTHORITY OF

MOTOR COILS MANUFACTURING CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOTOR COILS MANUFACTURING CO. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MOTOR COILS MANUFACTURING CO. to transact business in this State under the name MOTOR COILS MANUFACTURING CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 9, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

92 DEC 3 AM 8 24 RECEIVED SEC. OF STATE
APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Motor Coils Manufacturing Co.
2. The name which it shall use in Idaho is N/A
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Pennsylvania
4. The date of its incorporation is 12/18/67 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1200 Reedsdale Street; Pittsburgh, PA 15233
6. The address to which correspondence should be addressed, if different from that in item 5. % Kay Perkins, Paralegal; Morrison Knudsen Plaza; PO Box 73; Boise, ID 83729
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Repair and rebuild diesel electric traction motors and their
components for use principally in the railroad industry

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

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

Name	Office	Address
Please see attached list of Officers and Directors		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10/2/92

Motor Coils Manufacturing Co.

(Corporation name)

By Thomas J. Smith its President/Vice President (please specify) Chairman
and Stephen G. Hanks its Secretary/Assistant Secretary (please specify) Asst. Sec.

STATE OF IDAHO)

COUNTY OF Ada) ss:

I, Tammy Lyn Waltman, a notary public, do hereby certify that on this 2nd day of October, 19 92, personally appeared before me Stephen G. Hanks, who being by me first duly sworn, declared that (s)he is the Director & Asst. Secretary of Motor Coils Manufacturing Co.

that (s)he signed the foregoing documents as Director & Asst. Sec. of the corporation and that the statements therein contained are true.

Tammy Lyn Waltman
Notary Public

Commission Expires: 8/6/97

**MOTOR COILS MANUFACTURING COMPANY
OFFICERS AND DIRECTORS***

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Thomas J. Smith*	Morrison Knudsen Plaza Boise, ID 83729
President & CEO	Michael J. Farrell*	1200 Reedsdale Street Pittsburgh, PA 15233
Executive Vice President & Secretary	Thomas J. Reinecke*	100 Talbot Avenue Braddock, PA 15104
Controller & Treasurer	William Grab	1200 Reedsdale Street Pittsburgh, PA 15233
Assistant Secretary	Stephen G. Hanks*	Morrison Knudsen Plaza Boise, ID 83729
Director	Thomas Hackney*	100 Talbot Avenue Braddock, PA 15104
Director	John P. Herbots*	Morrison Knudsen Plaza Boise, ID 83729
Director	Ray Jenkins*	"

COMMONWEALTH OF PENNSYLVANIA

RECEIVED
SEC. OF STATE

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Department of State

November 20, 1992

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

"MOTOR COILS MANUFACTURING CO."

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth

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