

State of Idaho

Department of State

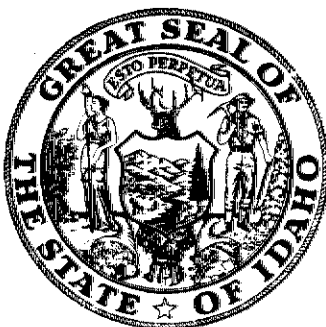
AMENDED CERTIFICATE OF AUTHORITY OF

MK RAIL CORPORATION
File Number C 101939

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MK RAIL CORPORATION for an Amended Certificate of Authority to transact business in this State, duly executed 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 Amended Certificate of Authority to MOTIVEPOWER INDUSTRIES, INC. to transact business in this State under the name MOTIVEPOWER INDUSTRIES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: February 11, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry Delmar*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

FEB 3 2 26 PM '97

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on April 28 19, 93,
authorizing it to transact business in the State of Idaho under the name of _____

MK Rail Corporation

2. Its corporate name has been changed to MotivePower Industries, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____
MotivePower Industries, Inc.

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to
those set forth in its prior application for certificate of authority, as follows: _____

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated: January 9, 1997

MK RAIL CORPORATION

(Corporation Name)

By

[Signature]
Its President

(please specify)

Vice President

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations

IDAHO SECRETARY OF STATE

Secretary of State use only

DATE 02/04/1997
0900 61098 2
CK #: 36388 CUST# 68815
AMEND CERT 1@ 30.00= 30.00

File two copies.

If a name change, attach certificate of fact from state of incorporation.

Fee: \$30.00

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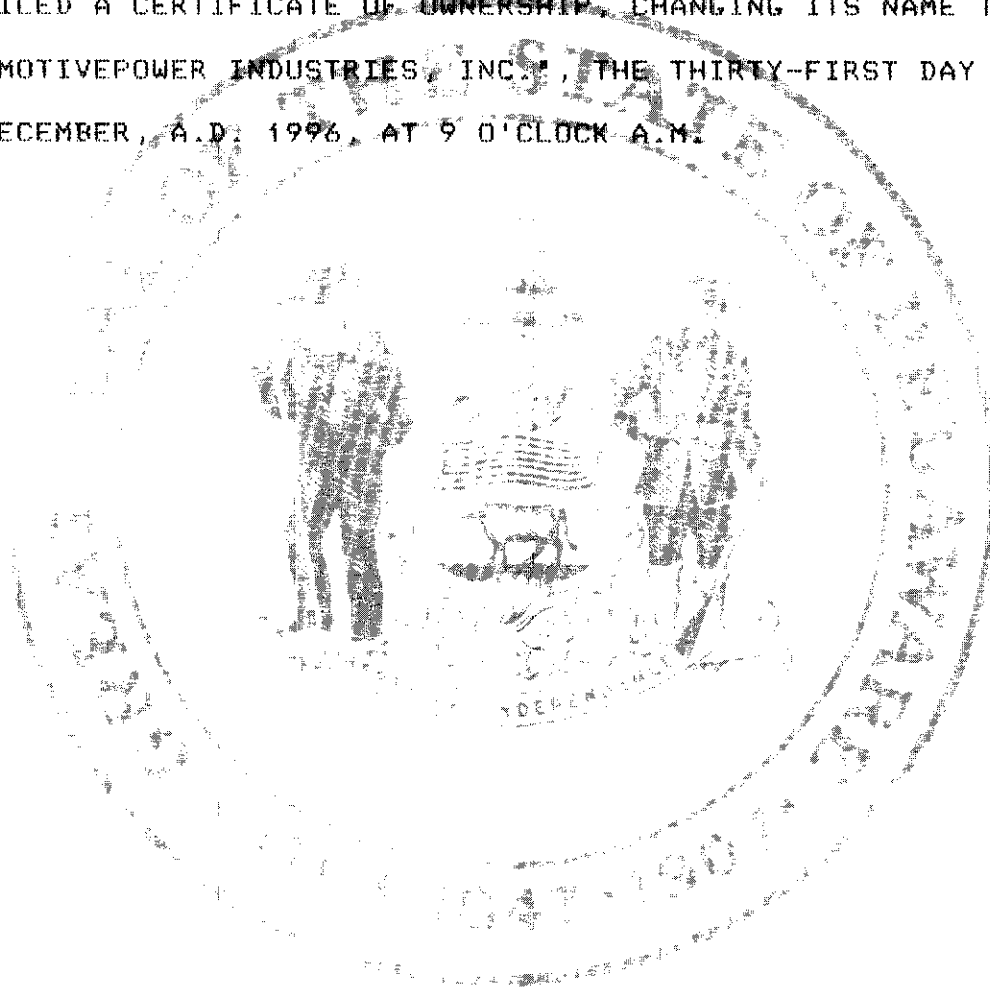
State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MK RAIL CORPORATION",
FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO
"MOTIVEPOWER INDUSTRIES, INC.", THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2331817 8320

DATE:

8324133

971044442

02-10-97