

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
RAILWORKS TRACK SYSTEMS, INC.**

File Number C 136271

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 13, 2000



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Jones*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Railworks Track Systems, Inc.  
Railworks Track Systems, Inc.
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Nevada
4. Its date of incorporation is 2/25/85
5. The address of its principal office is \_\_\_\_\_  
6225 Smith Avenue, Suite 200, Baltimore, Maryland 21209
6. The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702  
\_\_\_\_\_, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		
Railworks Track Systems, Inc.		

Dated: 10/23/00

Railworks Track Systems, Inc.

(Corporation name)

By \_\_\_\_\_

John Philip Suggs

Its Assistant Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE

11/13/2000 09:00  
CK: 11023862 CT: 47921 BH: 368254

1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

# **Directors, Officers Report**

## **Railworks Track Systems, Inc.**

Wednesday, October 04, 2000

### **DIRECTORS**

**Michael Robert Azarela**

**Director**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Railworks Corporation  
6225 Smith Avenue  
Suite 200  
Baltimore, MD 21209 US

**Scott D. Brace**

**Director**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Railroad Service Inc.  
8485 West 210th Street  
Lakeville, MN 55044

**John G Larkin**

**Director**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: 6225 Smith Avenue  
Suite 200  
Baltimore, MD 21209 US

### **OFFICERS**

**Mary Ann Haase**

**Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Midwest Railroad Construction & Maintenance Corp.  
350 West 300 South  
Suite 101  
Salt Lake City, UT 84101

**Kenneth Reger**

**Treasurer**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: RailWorks  
350 West 300 South  
Suite 101  
Salt Lake City, UT 84101

**Gene Joseph Cellini**

**Assistant Treasurer**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: RailWorks Corporation  
6225 Smith Avenue  
Suite 200  
Baltimore, Maryland 21209

**John Kennedy**

**Assistant Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Railworks Corporation  
6225 Smith Avenue  
Suite 200  
Baltimore, MD 21209

**E. Donald Matson**

**Assistant Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: None given

**John Philip Nuzzo**

**Assistant Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: 6225 Smith Avenue  
Suite 200  
Baltimore, Maryland 21209-3613 United States

**Kenneth Reger**

**Assistant Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: RailWorks  
350 West 300 South  
Suite 101  
Salt Lake City, UT 84101

**Michael Robert Azarela**

**Executive Vice President & Assistant Secretary**

Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Railworks Corporation  
6225 Smith Avenue  
Suite 200  
Baltimore, MD 21209 US

**Scott D. Brace**

**President**

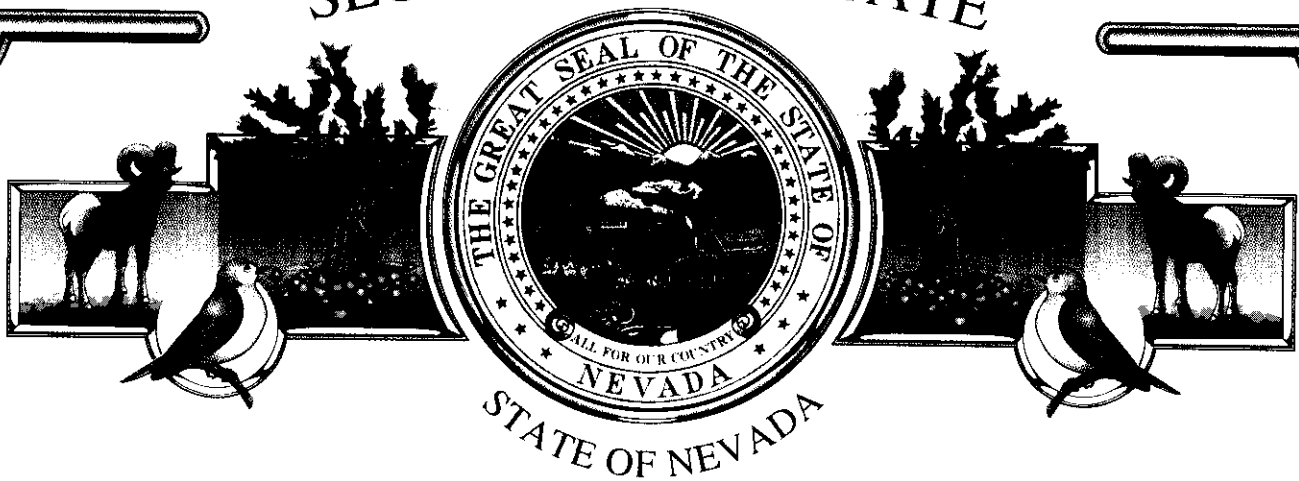
Effective: Tuesday, August 04, 1998

Last Elected: Tuesday, August 04, 1998

End Date:

Primary Address: Railroad Service Inc.  
8485 West 210th Street  
Lakeville, MN 55044

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RAILWORKS TRACK SYSTEMS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 25, 1985, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on November 7, 2000.



*Dean Heller*

Secretary of State

By *Joann Carson*  
Certification Clerk