

State of Idaho

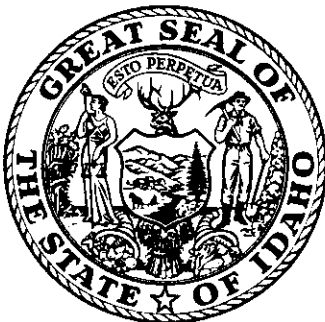
Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY
OF
NEOSHO CONSTRUCTION COMPANY, INCORPORATED
File Number C 155717

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 Amended Certificate of Authority to reflect the name change from NEOSHO CONSTRUCTION COMPANY, INCORPORATED to **RAILWORKS ATBD, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: August 25, 2005



Ben Yursa

SECRETARY OF STATE

By *Conthia*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: July 26, 2004,
authorizing it to transact business in the State of Idaho under the name of:
Neosho Construction Company, Incorporated
2. Its corporate name has been changed to: RailWorks ATBD, Inc.
3. The name which it shall use hereafter in the State of Idaho is:

4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: _____ Corporation Name: RailWorks ATBD, Inc.

Signature: Gene J. Cellini

Typed Name: Gene J. Cellini

Capacity: Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\corporate\forms\amended cert of authority.pdf
Revised 07/2002

IDAHO SECRETARY OF STATE
08/25/2005 05:00
CK: 1440900 CT: 74104 BH: 900222
1 @ 30.00 = 30.00 AMEND CERT # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C/55717

FILED-EFFECTIVE

2005 AUG 25 PM 12:46

SECRETARY OF STATE
STATE OF IDAHO

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY that NEOSHO CONSTRUCTION COMPANY, INCORPORATED is a regularly and properly organized corporation under the laws of the state of Kansas, having been incorporated in Kansas on the 19th day of July, A.D. 1989.

I FURTHER CERTIFY that a certificate of amendment was filed in this office August 15, 2005 changing the corporate name from NEOSHO CONSTRUCTION COMPANY, INCORPORATED to RAILWORKS ATBD, INC.

I DO FURTHER CERTIFY that RAILWORKS ATBD, INC. has paid all fees and franchise taxes due in this office and is in good standing according to the records now on file in the office of Secretary of State



In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka,
this 23rd day of August, A.D. 2005

A handwritten signature of Ron Thornburgh in black ink.

RON THORNBURGH
SECRETARY OF STATE