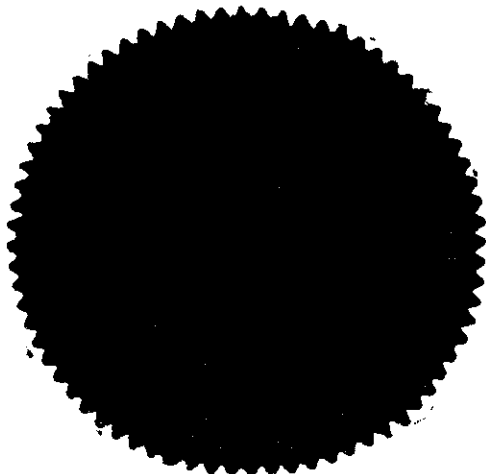


TO ALL TO WHOM THESE PRESENTS SHALL COME:
 I, Fred R. Zimmerman, Secretary of State of the State of
 Wisconsin and Keeper of the Great Seal thereof, do hereby certify that the
 annexed photostat copy of amendment of articles of incorporation
 of

NORTHERN PACIFIC RAILWAY COMPANY

(filed July 16, 1954)

has been compared by me with the record on file in this Department and that
 the same is a true copy thereof, and of the whole of such record; that I am the
 legal custodian of such record, and that this certification is in due form.



In Testimony Whereof, I have here-
 unto set my hand and affixed the
 Great Seal of the State at the
 Capitol, in the City of Madison, this

22th day of August, A. D. 1954.

Fred R. Zimmerman
 Secretary of State

100
CERTIFICATE OF AMENDMENT TO CHARTER OF
NORTHERN PACIFIC RAILWAY COMPANY

BE IT REMEMBERED, That at the regular annual meeting of the stockholders of Northern Pacific Railway Company, duly held upon notice duly given at St. Paul, Minnesota, on April 13, 1954, at 10:00 o'clock in the forenoon, the following amendments to the Charter of said corporation were adopted:

AMENDMENT NUMBER ONE

"Each share of the authorized stock of this Company, as constituted upon April 13, 1954, with a par value of \$100, shall become and be, upon the filing for record with the Secretary of State of the State of Wisconsin of this amendment, a share without par value."

AMENDMENT NUMBER TWO

"The authorized stock of this Company, as changed as provided for in Amendment Number One to this Charter, but in all other respects remaining as constituted on April 13, 1954, shall, upon the filing for record with the Secretary of State of the State of Wisconsin of this amendment, consist of 2,600,000 shares, all of the same class, without par value, instead of 2,500,000 shares, as constituted on April 13, 1954."

And we, Edward B. Stanton, Vice President, and A. M. Gottschald, Secretary, of said corporation, as such officers do hereby certify, pursuant to the statute in such case made and provided, that the foregoing amendments to the Charter of said corporation were duly adopted on the 13th day of April 1954 at the annual meeting of the stockholders of said corporation, at which meeting the holders of 1,915,592 shares of the Common Stock of said corporation were personally present or represented by their proxies duly authorized in writing; that 1,801,281 shares of said Common Stock voted in favor of Amendment Number one, and 78,183 shares of said Common Stock voted in opposition to Amendment Number One; that 1,668,653 shares of said Common Stock voted in favor of Amendment Number Two, and 88,232 shares of said Common Stock voted in opposition to Amendment Number Two.

That the foregoing are true copies of the original amendments and of the whole thereof, and the total number of shares of corporate stock of said corporation then outstanding and entitled to vote was 2,479,810 shares of Common Stock.

IN TESTIMONY WHEREOF, we have hereunto set our hands and affixed the corporate seal of said corporation this 7th day of July, 1954, in duplicate.

Edward B. Stanton
Vice President

Wm J. Hacheld
Secretary

State of Wisconsin	
DEPARTMENT OF STATE	
Received this 16th day of	
JULY A. D. 1954 at 10:00	
o'clock A.M. and recorded in Vol.	
46 RAILROAD MORTGAGES	
on page 905	
<u>Wm J. Hacheld</u>	
Assistant Secretary of State	

Change
~~from~~ stock
for \$500,000 - \$1000
to \$600,000 - \$1000

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED

JUL 16 1954

FRED R. ZIMMERMAN
SECRETARY OF STATE

#10 - cash

E. M. Robert & Co, City

Wells Fargo

Wells Fargo

RAILROADS

N-874.752

Doc. No. 24

NORTHERN PACIFIC RAILWAY COMPANY

CERTIFICATE OF AMENDMENT
TO CHARTER

Dated, July 7th, 1954

State of Wisconsin,
Department of State. } ss.

Recorded and filed this 16th

day of July A. D. 1954 - 10:00 o'clock A.M.

W. H. J. J. J. J.
Secretary of State.