

<b>No. C 136271</b>	<b>Due no later than November 30, 2003</b> <b>Annual Report Form</b>		<b>2. Registered Agent and Office NO PO BOX</b>												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF          RECEIVED BY DUE DATE</b>	<b>1. Mailing Address - Correct in this box, if applicable</b> RAILWORKS TRACK SYSTEMS, INC. <i>one north Lexington Ave</i> <i>0225 SMITH AVE STE 200</i> <i>White Plains NY 10601</i> <del>BALTIMORE, MD 21200</del>		CORPORATION SERVICE COMPANY 1401 SHORELINE DR STE 2  BOISE, ID 83702  <b>3. New Registered Agent Signature</b>												
<b>4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.</b> <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;"><i>see schedule attached</i></td> </tr> </tbody> </table>				<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<i>see schedule attached</i>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
<i>see schedule attached</i>															
<b>5. Organized Under the Laws of:</b>  NEVADA C 136271	<b>6.</b> Signature <i>[Signature]</i> Name (Typed or Printed) <i>Gene Collins</i>			Date <i>9/29/03</i> Title <i>Asst. Sec.</i>											

**RAILWORKS TRACK SYSTEMS, INC.****LIST OF CORPORATE OFFICERS & DIRECTORS**

<u>Name &amp; Address</u>	<u>Home Address</u>	<u>Title</u>	<u>Date Taking Office</u>
William Donley 350 West 300 South Ste. 101 Salt Lake City, UT 84101	1235 Trevanion St. Pittsburg, PA 15218	President	2-Apr-03
Mary Ann Haase 350 West 300 South, Ste. 101 Salt Lake City, UT 84101	3833 Silver Spur Circle Park City, UT 84060	Secretary	2-Apr-03
Kenneth Bauer One North Lexington Ave. White Plains, NY 10601	2 Richmond Road Apt.3 II Lido Beach, NY 11561	Director & Vice President CFO	2-Apr-03
Gene J. Cellini One North Lexington Ave. White Plains, NY 10601	55 Gatehouse RD Trumbull CT. 06611	Asst. Treasurer	2-Apr-03
Michael P. Rivera One North Lexington Ave. White Plains, NY 10601	3627 Winfield LN NW Washington DC 20007	Director & Vice President	2-Apr-03
Steve Goggin 350 West 300 South, Ste. 101 Salt Lake City, UT 84101	28715 Inwood Rd Shingletown, CA 96088	Vice President	2-Apr-03