



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP

I, A. E. Clapp, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

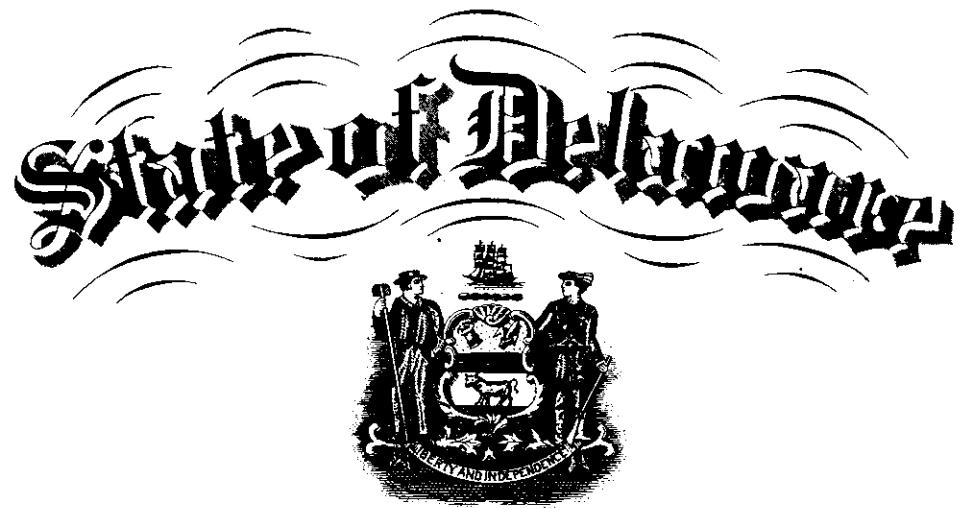
#### SYLVANIA MAIL DATA CORPORATION

a corporation duly organized and existing under the laws of Palestine has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 31st day of October 1966, a properly authenticated copy of its articles of incorporation, and on the 31st day of October 1966, a designation of T. E. Shergle or W. C. Parker in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 31st day of October, A.D. 1966.

Secretary of State.



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 11, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "RAIL DATA CORPORATION", as received and filed in this office the eighth day of July, A.D. 1966, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "RAIL DATA CORPORATION", as received and filed in this office the fifteenth day of September, A.D. 1966, at 10 o'clock A.M.

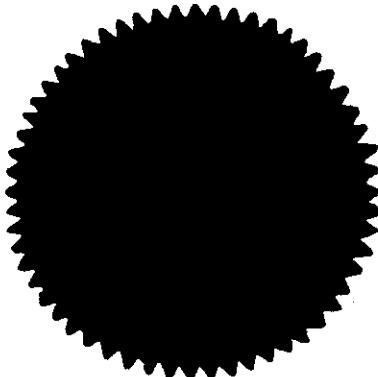
In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-eighth day of September in the year of our Lord one thousand nine hundred and sixty-six.

Elisha C. Dukes

Secretary of State

N. J. Flory

Ass't Secretary of State



JUL. 8, 1966 10 A.M.

CERTIFICATE OF INCORPORATION

of

RAIL DATA CORPORATION

First. The name of the corporation is Rail Data Corporation.

Second. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

Third. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To own, operate, buy, sell, assign, lease (as either lessor or lessee), mortgage, pledge, repair, equip, supply, maintain and deal in equipment, machinery, devices and supplies of every kind and description as well as information and data generated by or with the same, which may be used or useful in connection with the operation and movement of railroad cars, trucks, buses, aircraft and other transporting vehicles.

To buy, sell, establish, maintain, operate or develop systems, services, or procedures for identifying, processing, transmitting, storing, warehousing, or otherwise using, protecting, safeguarding or caring for, such equipment, machinery, devices, supplies, information and data of every kind and description.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To engage in, promote, contribute to, or arrange for, the conduct of research and development work relating to or useful in connection with the business of this corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with the business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any

voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform, buy, sell and assign contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, conditional sale agreements, equipment trusts, and other negotiable instruments and evidences of indebtedness,

and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation.

To make loans to any person, firm or corporation either with or without security.

To guarantee the payment of dividends upon any capital stock or to endorse or otherwise guarantee the payment of the principal of, interest on, sinking funds, or other payments to be made in respect of any bonds, debentures, equipment trust certificates, conditional sale obligations, notes, scrip, evidences of indebtedness or other obligations or securities of, or the performance of contracts or obligations of, or in any other manner to aid, any other corporation or corporations, association or associations, or any firm or individual, domestic or foreign.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its business and in connection with its business to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

Fourth. The total number of shares of stock which the corporation shall have authority to issue is five thousand (5,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to Five Thousand (\$5,000.00) Dollars.

Fifth. The minimum amount of capital with which the corporation will commence business is One Thousand (\$1,000.00) Dollars.

Sixth. The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
Norman J. O'Malley	158 Scarborough Road, Briarcliff Manor, New York
Raymond W. Schulz	82 Schrade Road, Briarcliff Manor, New York
Jay W. White	14 Martling Avenue, Pleasantville, New York

Seventh. The corporation is to have perpetual existence.

Eighth. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. Stockholders shall not have any pre-emptive rights to subscribe to any additional shares of stock of the corporation.

Ninth. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

Tenth. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable

jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

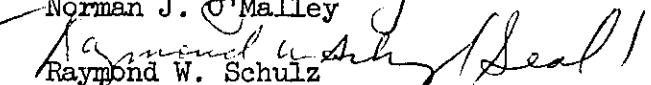
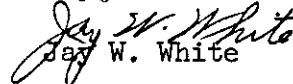
Eleventh. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

Twelfth. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, and in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Thirteenth. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of or in any way connected with such other corporation or of such firm, association or partnership; and any director

may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or other transaction with like force and effect as if her were not so pecuniarily or otherwise interested in, or were not a director, member of officer of or in any way connected with such other corporation, firm, association or partnership.

We, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 7<sup>th</sup> day of July

  
Norman J. O'Malley (Seal)  
  
Raymond W. Schulz (Seal)  
  
Jay W. White (Seal)

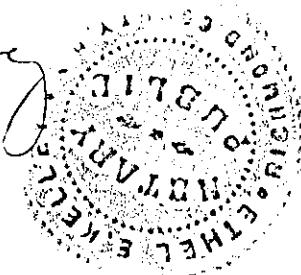
STATE OF DELAWARE } ss.  
COUNTY OF NEW CASTLE }  
New York

BE IT REMEMBERED that on this 7<sup>th</sup> day of *July, 1966*  
personally came before me, a Notary Public for the State  
of *Delaware*, *New York*, Norman J. O'Malley, Raymond W. Schulz and  
Jay W. White, all of the parties to the foregoing certi-  
ficate of incorporation, known to me personally to be  
such, and severally acknowledged the said certificate  
to be the act and deed of the signers respectively and  
that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day  
and year aforesaid.

*Ethel E. Kelley*

ETHEL E. KELLEY  
Notary Public, State of New York  
No. 43-7210000  
Qualified in Richmond County  
Cert. Filed in New York County  
Commission Expires March 30, 1968



SEP. 15, 1966 10 A.M.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

RAIL DATA CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"First. The name of the corporation is Sylvania Rail Data Corporation".

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said RAIL DATA CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by GEORGE C. CONNER, its President, and RAYMOND W. SCHULZ, its Secretary this 13<sup>th</sup> day of September, 1966.

RAIL DATA CORPORATION

By George C. Conner  
President

By Raymond W. Schulz  
Secretary

STATE OF NEW YORK }  
COUNTY OF NEW YORK } SS.

BE IT REMEMBERED that on this 13<sup>th</sup> day of September, A.D. 1966, personally came before me KATHLEEN M. RICINE, a Notary Public in and for the County and State aforesaid, GEORGE C. CONNER, President of RAIL DATA CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said GEORGE C. CONNER as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal of office the day and year aforesaid.

*Kathleen M. Rooney*

Notary Public  
KATHLEEN M. ROONEY

Notary Public, State of New York  
No. 41-3340050 Qualified in Queens County  
Cert. Filed in New York County  
Commission Expires March 30, 1962

