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STATE OF DATE

SECOND ARTICLES OF AMENDMENT TO THE

ARTICLES OF INCORPORATION

OF

RAILQUEST AMERICA, INC.

Pursuant to §30-1-1006 I.C., the undersigned corporation hereby adopts the following amendments to its First Articles of Amendment to the Articles of Incorporation dated June 28, 2001.

I.

The name of the corporation is RailQuest America, Inc.

II.

The corporation hereby adopts the following amendments:

A. The corporation hereby amends Article II, paragraph 4(c) of its June 28, 2001 First Articles of Amendment to the Articles of Incorporation as follows:

"(c) <u>Election of Directors</u>. The 2001 Series A Holders shall have the right to vote as a separate class to elect two (2) directors to the Board, and in so doing so shall have the right to cumulate their votes notwithstanding the provisions of Article II of the Corporation's First Articles of Amendment to the Articles of Incorporation."

III.

That no amendment contained herein provides for an exchange, reclassification or cancellation of issued shares.

IV.

That the date of adoption of the amendments described in paragraph II above is July 3, 2001.

V.

That the amendments were adopted by a vote of the shareholders of the corporation following notice given pursuant to §30-1-705, I.C.

VI.

That the records of the corporation establish that as of the date of the amendments, July 3, 2001, there were 2,000 shares of common stock outstanding; that there were 2,000 votes entitled

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to be cast by the common shareholders on the amendment; and that there were 2,000 shares of the corporation's outstanding stock indisputably represented at the meeting.

That the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendments are as follows:

For: 2,000 common shares voted in favor of the amendments;

Against: Zero (0) common shares voted against the amendments;

IN WITNESS WHEREOF, Marcia M. Pilgeram, Chairman of the Board of Directors of RailQuest America, Inc., the undersigned, does make, execute and file this Second Articles of Amendment to the Articles of Incorporation of RailQuest America, Inc. dated July 3, 2001 for the objects and purposes stated herein, and accordingly does hereunto set her hand this <u>3</u> d day of <u>July</u>, 2001.

Marcia M. Pilgeram, Chairman of the Board of Directors

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VERIFICATION

STATE OF MONTONC) County of Missoula

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Marcia M. Pilgeram, being first duly sworn upon her oath, deposes and states as follows:

That Marcia M. Pilgeram is the Chairman of the Board of Directors of RailQuest America, Inc.; that she has read the foregoing Second Articles of Amendment to the Articles of Incorporation of RailQuest America, Inc., knows the contents thereof, and that the facts and matters contained therein are true.

Marcia M. Pilgeram, Chairman of the Board of Directors

Subscribed and sworn to before me this 3° day of Ju Notary Public for the State of MONTONC Residing at Missoula (SEAL) My commission expires: (0)

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