

**FILED/EFFECTIVE**

SECOND ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
RAILQUEST AMERICA, INC.

02 MAR 19 PM 2:04  
CLERK OF STATE  
STATE OF IDAHO

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) Election of Directors. 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

IDAHO SECRETARY OF STATE  
03/19/2002 05:00  
CK: 57346 CT: 77778 BH: 453167  
1 @ 30.00 = 30.00 AMEND PROF # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C136294

