

**RMF**  
RUSKIN MOSCOU FALTISCHEK P.C.  
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August 14, 2006

RECORDATION NO. 26379-A FILED

Mr. Vernon Williams, Secretary  
Surface Transportation Board  
Washington, D.C. 20423

AUG 23 '06

4-00 PM

SURFACE TRANSPORTATION BOARD

RE: Coe Rail Inc.

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Certificate of Amendment to the Articles of Incorporation of Coe Rail, Inc. changing the name of Coe Rail, Inc. to Michigan Air-Line Railway Co. recorded on June 28, 2006 with the Michigan Secretary of State, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party: The CIT Group/Commercial Services, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Borrower: Michigan Air-Line Railway Co. f/k/a Coe Rail Inc  
840 North Pontiac Trail  
Walled Lake, MI 48390

A short summary of the document to appear in the index is:

Certificate of Amendment to the Articles of Incorporation

This amends the Memorandum of Security Agreement executed as of the 2nd day of June, 2006, by and between Coe Rail Inc, a Michigan corporation (the "Borrower"), and The CIT Group/Commercial Services, Inc. (the "Secured Party") to change the borrower's name to Air-Michigan Railway Co.

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Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,

  
Karen J. DeSalvo  
For the Firm

KJD/slm  
Enclosures

AUG 2 3 06

4-00 PM

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH  
BUREAU OF COMMERCIAL SERVICES

Date Received: JUN 28 2006

(FOR BUREAU USE ONLY)

FILED

JUN 28 2006

Administrator  
BUREAU OF COMMERCIAL SERVICES

Effective Date: \_\_\_\_\_

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name: B. Allen Brown  
Address: 840 North Pontiac Trail  
City: Walled Lake, Michigan 48390 State: \_\_\_\_\_ ZIP Code: \_\_\_\_\_

SURFACE TRANSPORTATION BOARD

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

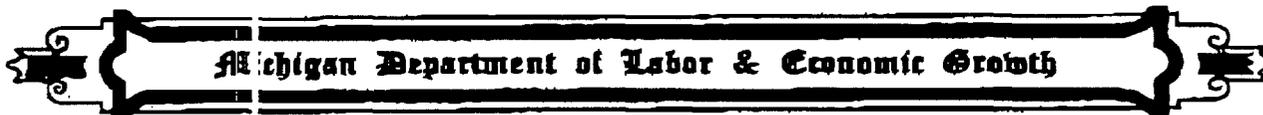
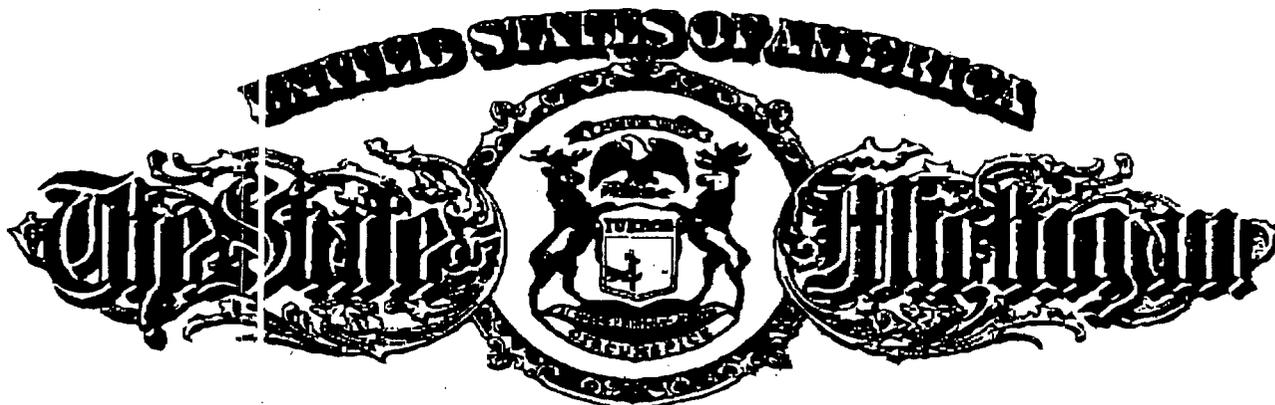
1. The present name of the corporation is: Coe Rail, Inc.

2. The identification number assigned by the Bureau is: 308-194

3. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The Name of the corporation is: Michigan Air-Line Railway Co.

JP  
1000 197594 CK/SLC



Lansing, Michigan

This is to Certify That

**MICHIGAN AIR-LINE RAILWAY CO.**

was validly incorporated on January 31, 1984, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission  
889885

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 7th day of August, 2006.

*Andrew J. Heston* Director

Bureau of Commercial Services