

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

THE PENN CENTRAL CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on October 24, 1978, authorizing it to transact business in Rhode Island under the name of The Penn Central Corporation

SECOND: The corporate name of the corporation has been changed to No change

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is The Penn Central Corporation

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No change

[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
23,090,274	Preference Stock		Without par value
200,000,000	Common Stock		Par value of \$1 per share

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 18,781,973
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 32,261
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 167,033,002
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 2,737

Dated May 30, 19 89

THE PENN CENTRAL CORPORATION

By Robert W. Olson
Robert W. Olson
Senior Vice President
and Pamela S. Meyers
Pamela S. Meyers
Its Asst. Secretary

STATE OF OHIO }
COUNTY OF HAMILTON } Sc.

At Cincinnati in said County on the 30th day
of May 19 89, before me personally appeared
Robert W. Olson, who being by me first duly sworn, declared that he is the
Senior Vice President of The Penn Central Corporation,
that he signed the foregoing document as such Senior Vice President
of the corporation, and that the statements therein contained are true.

William B. Pitney
Notary Public

My Commission Expires July 29, 1993

(NOTARIAL SEAL)

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CORPORATIONS DIV.

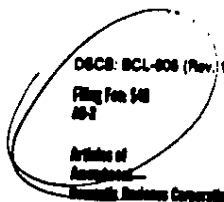
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Rec'd & Filed JUL 13 1989

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DCS: BCL-806 (Rev. 1-82)
Filing Fee \$40
Articles of Amendment
Business Corporation

(Line for numbering)
274030

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this MAY 19 day of 1988
Commonwealth of Pennsylvania
Department of State
John J. Blazynski
Secretary of the Commonwealth

(Box for Certification)
In compliance with the requirements of section 806 of the Business Corporation Law, act of May 3, 1933 (P. L. 364) (15 P. S. §1906), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

The Penn Central Corporation

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

c/o CT Corporation System, 123 South Broad Street

Philadelphia

Pennsylvania

19109

3. The statute by or under which it was incorporated is:

Act of April 13, 1846 (P.L. 312, No. 262)

4. The original date of its incorporation is: February 25, 1847 (date of Letters Patent)

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The 17th day of May, 1988.

Place: The Westin Hotel at Fountain Square South, Cincinnati, Ohio

Kind and period of notice At least ten days' written notice to all shareholders of record at April 1, 1988.

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

on the record date for the meeting
(a) The total number of shares outstanding was: (by class if applicable):

69,784,670 shares of Common Stock

603,508 shares of Preference Stock

(b) The number of shares entitled to vote was: (by class if applicable):

69,784,670 shares of Common Stock