

Filing Fee: \$20.00

ID Number: 67374



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

06/20/2005 10:32

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is RAILROAD CONSTRUCTION COMPANY, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

FILED

Date: 06/15/2005

JUN 20 2005

RAILROAD CONSTRUCTION COMPANY, INC.

Print Corporate Name

By Maureen Cullen

By

Maureen Cullen

Its President ☐ or Its Vice President ☐

Maureen Cullen, Attorney in Fact

STATE OF DELAWARE
COUNTY OF NEW CASTLE

In Wilmington, DE, on this 15th day of June, 2005, personally appeared before me Maureen Cullen who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public

Elizabeth A. Dawson

My Commission Expires: 05/17/2009

ISTATE OF NEW JERSEY
COUNTY OF PASSAIC

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT ALFONSO DALOISIO, JR., the President of Railroad Construction Company, Inc. ("the Company"), a corporation established under the laws of New Jersey, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis Giaccardo and Maureen Cullen attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

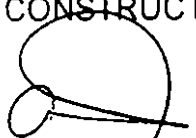
In the execution of any documents necessary for the purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Alfonso Daloisio, Jr., which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 8th day of June, 2005.

RAILROAD CONSTRUCTION COMPANY, INC.

BY:



ALFONSO DALOISIO, JR.
President

Subscribed and sworn to before me this 8th day of June, 2005.

FILED

JUN 20 2005

By  _____



Notary Public

LUZ Y. CARRILLO-SARMIENTO
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 17, 2008

NAME OF ENTITIES

RAILROAD CONSTRUCTION COMPANY, INC.
RAILROAD CONSTRUCTION COMPANY OF PA, INC.
RCC BUILDERS & DEVELOPERS, INC.
RCC DESIGN, INC.
RCC ELECTRIC, INC.
RCC ELECTRIC/MECO ELECTRIC CO. JV, LLC
RCC EQUIPMENT SERVICES, INC.
RCC MATERIALS & EQUIPMENT CORP.
RCC PILE & FOUNDATION, INC.

FILED

JUN 20 2005

By GMD