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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2008 065930

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MICHAEL A. BROWN
RECORDER

RECORDING COVER SHEET

Title of Document: Certificate of Merger and Restated Articles of Incorporation

Constituent Entities: Grand Trunk Western Railroad Incorporated
St. Clair Tunnel Company

Surviving Entity: St. Clair Tunnel Company

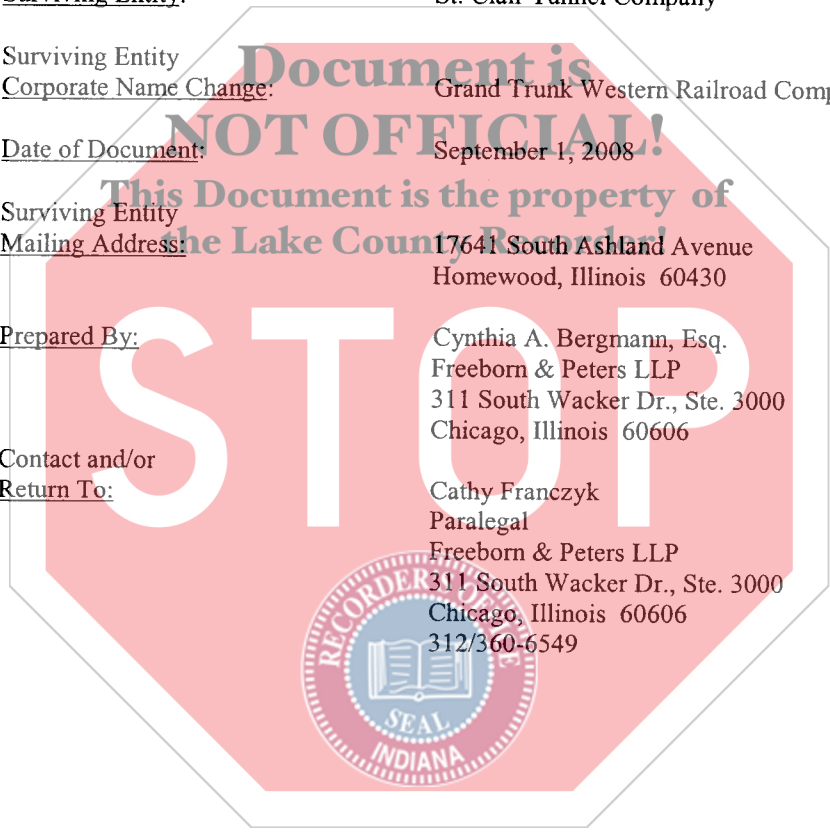
Surviving Entity Corporate Name Change: Grand Trunk Western Railroad Company

Date of Document: September 1, 2008

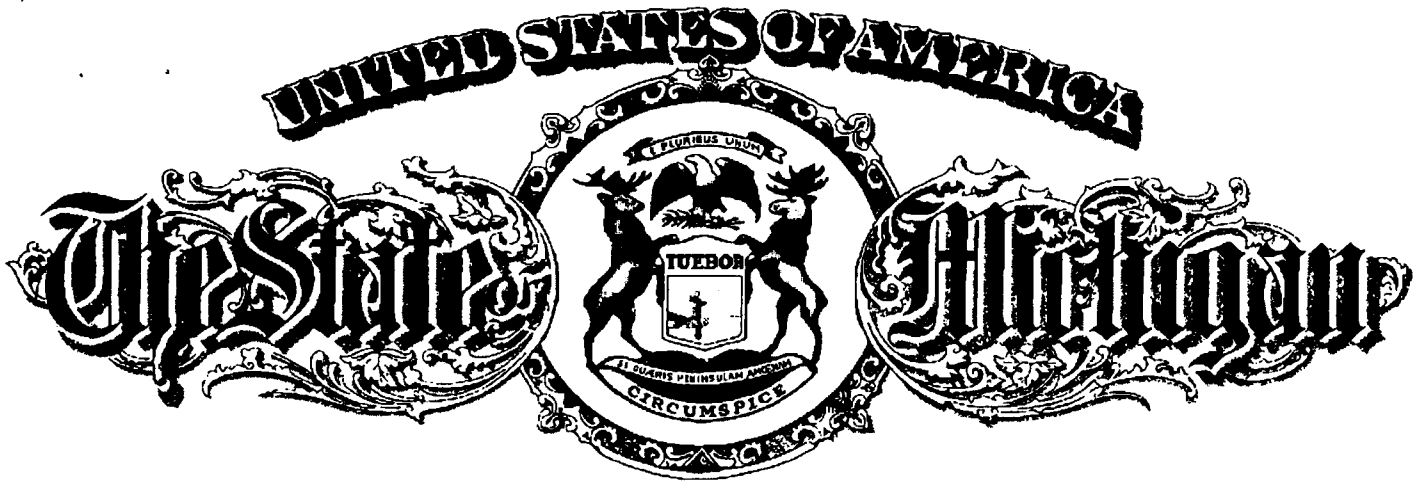
Surviving Entity Mailing Address: 17641 South Ashland Avenue
Homewood, Illinois 60430

Prepared By: Cynthia A. Bergmann, Esq.
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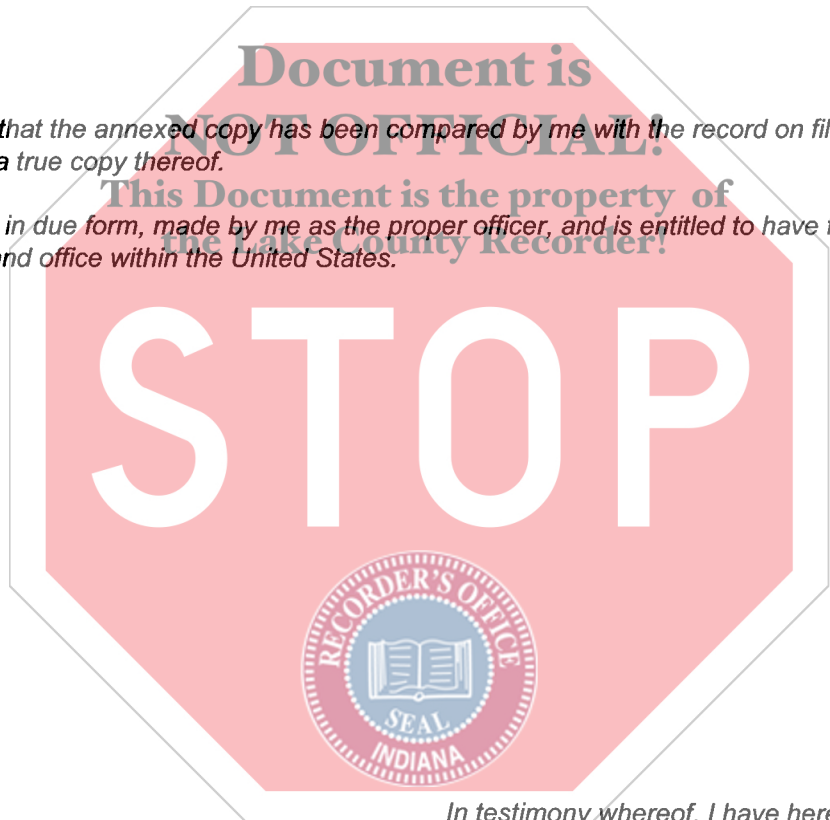


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Michigan Department of Labor & Economic Growth

Lansing, Michigan



This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

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.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 8th day of September, 2008

Andrew S. Metcalfe, Director
Bureau of Commercial Services

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MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
(FOR BUREAU USE ONLY)	
Date Received AUG 29 2008	FILED AUG 29 2008
<small>This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</small>	
Name 517-663-2525 Ref # 81767	Administrator BUREAU OF COMMERCIAL SERVICES
Address MICHIGAN RUNNER SERVICE P.O. Box 266	
City Eaton Rapids, MI 48827	
EFFECTIVE DATE: 9-1-08	
Expiration date for new assumed names: December 31.	
Expiration date for transferred assumed names appear in item 6	

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 MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

GRAND TRUNK WESTERN RAILROAD INCORPORATED	622896
ST. CLAIR TUNNEL COMPANY	105313

b. The name of the surviving (new) entity and its identification number is:

ST. CLAIR TUNNEL COMPANY	105313
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

17641 SOUTH ASHLAND AVENUE, HOMEWOOD, ILLINOIS 60430

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of SEPTEMBER, 2008.

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3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
<u>Grand Trunk Western Railroad Incorporated</u>	<u>Common 26; Special 5</u>	<u>Common</u>	<u>Common</u>
<u>St. Clair Tunnel Company</u>	<u>Common 103; Preferred 40,000</u>	<u>Common and Preferred</u>	<u>Common</u>

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

Each of the shares of the non-survivor shall be canceled without payment of any consideration and the preferred shares of the survivor shall be canceled without payment of any consideration. The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: The Articles of Association are restated in their entirety. Please see Restated Articles of Incorporation attached hereto and made a part hereof.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:
 the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.
 the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

St. Clair Tunnel Company

By _____ By _____
 (Signature of Authorized Officer of Agent) (Signature of Authorized Officer of Agent)


PLEASE SEE ATTACHED

 (Type or print name) (Type or print name)


 (Name of Corporation) (Name of Corporation)



The Certificate of Merger is signed
this 27th day of August, 2008

By: 
E. Hunter Harrison
Its: President ("L. S.")

The signature of E. Hunter Harrison on the
Certificate of Merger is attested to on this
27th day of August, 2008

By: 
Sean Finn
Its: Secretary ("L. S.")



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**RESTATED ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations**

Pursuant to the provisions of Act 284, Public Acts of 1972, and Act 354 of the Railroad Code of 1993, the undersigned Corporation executes the following Articles:

1. The present name of the corporation is: ST. CLAIR TUNNEL COMPANY
2. The identification number assigned by the Bureau is: 105313
3. All former names of the corporation are: NONE
4. The date of filing the original Articles of Incorporation was: JULY 13, 1992

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the Corporation pursuant to the provisions of Act 284, Public Acts of 1972, and Act 354 of the Railroad Code of 1993:

ARTICLE I

The name of the Corporation is: Grand Trunk Western Railroad Company

ARTICLE II

The purpose or purposes for which the Corporation is formed are to engage in the construction, operation and maintenance of a railroad, including other operations related thereto, and any other lawful purpose in connection with the foregoing. The Corporation currently operates and maintains a railroad tunnel under the St. Clair River between Port Huron, Michigan and Sarnia, Ontario, as well as approximately 450 route miles of railroad through the Michigan counties of St. Clair, Oakland, Wayne, Monroe, Calhoun, Eaton, Genesee, Ingham, Lapeer, Shiawassee, Kalamazoo, Macomb, Cass and St. Joseph consisting of lines of railroad (a) between Port Huron and Durand, Michigan, via Lapeer, Michigan, (b) between Durand, Michigan and the Indiana border near Elkhart, Indiana, via Lansing, Michigan, (c) between Durand and Detroit, Michigan, via Waterford, Michigan, (d) between Richmond and Detroit, Michigan, (e) between Detroit, Michigan and the Ohio border near Toledo, Ohio, via Diann, Michigan, (f) between Detroit, Michigan and the Ohio border near Toledo, Ohio, via Monroe, Michigan, and (g) a branch line from east of Vicksburg, Michigan to Kalamazoo, Michigan.

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ARTICLE III

The paid-in capital of the Corporation is \$142,640,326.00. The Corporation is authorized to issue 3,200,000 shares of its no-par value common stock. The Board of Directors of the Corporation is authorized, from time to time, to fix the consideration for which the Corporation may issue and sell the shares of its no-par value common stock. Each issued share of stock shall be fully paid and non-assessable, which stock shall have full voting powers at any stockholder meeting with each share being entitled to one vote.

ARTICLE IV

The name of the resident agent is The Corporation Company and the address of the registered office is 30600 Telegraph Road, Suite 2345, Bingham Farms, Michigan 48025.

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

Any action required or permitted to be taken by Act 284, Public Acts of 1972 of the State of Michigan and Act 354 of the Railroad Code of 1993 of the State of Michigan to be taken at an annual or special meeting of stockholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the stockholder who signs the consent.

ARTICLE VII

The Corporation shall, to the fullest extent to which it is empowered to do so by the Business Corporation Act of the State of Michigan and Act 354 of the Railroad Code of 1993 of the State of Michigan, or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or that he or she is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

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ARTICLE VIII

The Corporation shall have three directors. The names and addresses of the current directors are as follows:

E. Hunter Harrison	935 de La Gauchetiere Street West Montreal, Quebec, Canada H3B 2M9
Sean Finn	935 de La Gauchetiere Street West Montreal, Quebec, Canada H3B 2M9
Gordon T. Trafton II	17641 South Ashland Avenue Homewood, Illinois 60430


5. These Restated Articles of Incorporation were duly adopted on the 27th day of August, 2008, by the written consent of all of the stockholders entitled to vote in accordance with Section 407(2) of the Michigan Business Corporation Act and Section 462.213 of the Railroad Code of 1993.




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The Restated Articles of Incorporation are signed
this 27th day of August, 2008

By: 
E. Hunter Harrison
Its: President ("L.S.")

The signature of E. Hunter Harrison on the Restated
Articles of Incorporation is attested to on this
27th day of August, 2008

By: 
Sean Finn
Its: Secretary ("L.S.")



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