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May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 827951 (5)

1. Corporation Name
OVERNITE TRANSPORTATION COMPANY



Principal Place of Business 1000 SEMMES AVENUE RICHMOND VA 23224-2246 US	Mailing Address P O BOX 1216 RICHMOND VA 23218-1216 US
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3. Date Incorporated or Qualified 05/11/1972	3a. Date of Last Report 04/29/1996
4. FEI Number 54-0481236	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**UNITED STATES CORPORATION COMPANY
 1201 HAYES ST
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

B1. Name	
B2. Street Address (P.O. Box Number is Not Acceptable)	
B3. City	
B4. City	FL
B5. Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIGGS, HAROLD M	1.2 NAME	
STREET ADDRESS	1000 SEMMES AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA 23224	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HEATON, J. P.	2.2 NAME	
STREET ADDRESS	1000 SEMMES AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA	2.4 CITY-ST-ZIP	
TITLE	CEO <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DOUGLAS, J. D	3.2 NAME	CEO
STREET ADDRESS	1000 SEMMES AVENUE	3.3 STREET ADDRESS	SUGGS, LEO H
CITY-ST-ZIP	RICHMOND VA	3.4 CITY-ST-ZIP	1000 SEMMES AVENUE
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LEWIS, DREW	4.2 NAME	DIRECTOR
STREET ADDRESS	8TH & EATON AVE'S	4.3 STREET ADDRESS	DAVIDSON, RICHARD K
CITY-ST-ZIP	BETHLEHEM PA	4.4 CITY-ST-ZIP	8TH & EATON AVENUES
TITLE	C <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ALBERS, K. A	5.2 NAME	SR VP & CFO
STREET ADDRESS	1000 SEMMES AVENUE	5.3 STREET ADDRESS	HANLEY, PATRICK D
CITY-ST-ZIP	RICHMOND, VA 0	5.4 CITY-ST-ZIP	1000 SEMMES AVENUE
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SWANTAK, J. L.	6.2 NAME	
STREET ADDRESS	8TH & EATON AVE'S	6.3 STREET ADDRESS	
CITY-ST-ZIP	BETHLEHEM PA	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Harold M Diggs EXECUTIVE DIR-TAXES 4/28/97 804-231-8228
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

OVERNITE TRANSPORTATION COMPANY
 1000 SEAMES AVENUE
 RICHMOND, VA 23224

GENERAL OFFICE PHONE # 804 -- 231-8000

LISTING OF OFFICERS AND DIRECTORS

OFFICERS	BUSINESS ADDRESS	HOME ADDRESS	SOCIAL SECURITY NO.	DATE OF BIRTH
LEO H. SUGGS CHAIRMAN AND CHIEF EXECUTIVE OFFICER	1000 SEAMES AVENUE RICHMOND, VA 23224	4072 2A COAL SPRINGS LANE GLEN ALLEN, VA 23060	241-62-0395	10/18/39
JOHN W. FAIN SENIOR VICE PRESIDENT MARKETING AND SALES	1000 SEAMES AVENUE RICHMOND, VA 23224	208 WALSHING DRIVE RICHMOND, VA 23229	230-70-3682	05/02/53
PATRICK D. HANLEY SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	1000 SEAMES AVENUE RICHMOND, VA 23224	9905 KINGSBRIDGE ROAD RICHMOND, VA 23233	113-34-4472	10/09/44
J. PAUL HEATON SENIOR VICE PRESIDENT OPERATIONS STRATEGY	1000 SEAMES AVENUE RICHMOND, VA 23224	14321 HELMSLEY ROAD MIDDLETON, VA 23113	410-64-3245	08/24/37
GORDON S. MACKENZIE SENIOR VICE PRESIDENT OPERATIONS	1000 SEAMES AVENUE RICHMOND, VA 23224	9939 2A FACILET CLUB LANE BRICKENRIDGE APARTMENTS GLEN ALLEN, VA 23060	562-62-3046	11/15/44
ALFRED L. BRANHAM VICE PRESIDENT INSURANCE AND PERSONNEL	1000 SEAMES AVENUE RICHMOND, VA 23224	1117 ADKINS ROAD RICHMOND, VA 23235	230-42-8817	07/25/35
HAROLD M. DIGGS EXECUTIVE DIRECTOR TAXES	1000 SEAMES AVENUE RICHMOND, VA 23224	210 SHERFEEV LANE RICHMOND, VA 23235	224-46-3700	05/30/36
STEPHEN J. BARRIGHT VICE PRESIDENT HUMAN RESOURCES	1000 SEAMES AVENUE RICHMOND, VA 23224	11509 BRIDGETENDER DRIVE RICHMOND, VA 23233	149-44-7564	09/24/49
DENNIS FARNSWORTH CONTROLLER	1000 SEAMES AVENUE RICHMOND, VA 23224	9001 BROADSTONE ROAD RICHMOND, VA 23236	514-56-2594	07/16/52
MARK B. GOODWIN VICE PRESIDENT AND GENERAL COUNSEL	1000 SEAMES AVENUE RICHMOND, VA 23224	6216 NEW HARVARD LANE GLEN ALLEN, VA 23060	269-52-6365	04/22/49
STEPHEN P. KERSHNER VICE PRESIDENT NORTH-EAST REGION	1000 SEAMES AVENUE RICHMOND, VA 23224	3104 CHESTNUT GROVE COURT RICHMOND, VA 23233	522-80-5918	05/05/54
CAROL MILLER VICE PRESIDENT INFORMATION AND COMMUNICATION SYSTEMS	1000 SEAMES AVENUE RICHMOND, VA 23224	4055 MINERAL LANE, APT 1B GLEN ALLEN, VA 23060	220-50-9308	12/13/45

PETE MORROW VICE PRESIDENT WESTERN REGION	1000 SEAWAYS AVENUE RICHMOND, VA 23224	10308 SHADY HILL COURT GLEN ALLEN, VA 23060	566-78-0738	03/15/51
MICHAEL L. NEELY DIRECTOR FINANCIAL SERVICES	1000 SEAWAYS AVENUE RICHMOND, VA 23224	5913 NEW HARVARD PLACE GLEN ALLEN, VA 23060	453-78-0790	01/29/53
CHUCK PENDLETON VICE PRESIDENT SALES	1000 SEAWAYS AVENUE RICHMOND, VA 23224	5120 MOSELEY ROAD MOSELEY, VA 23120	242-80-9519	02/16/49
JUDY L. SWANTAK SECRETARY	8TH & EATON AVENUES BETHLEHEM, PA 18018	RF #4 2556 SPRING VALLEY ROAD BETHLEHEM, PA 18015	188-46-5865	04/02/55
PHILIP R. WARREN VICE PRESIDENT SAFETY	1000 SEAWAYS AVENUE RICHMOND, VA 23224	2603 COTTAGE COVE DRIVE RICHMOND, VA 23233	245-88-1021	02/25/50
DIRECTORS				
LEO H. SUGGS	1000 SEAWAYS AVENUE RICHMOND, VA 23224	4072 2A COAL SPRINGS LANE GLEN ALLEN, VA 23060	241-62-0835	10/18/39
RICHARD K. DAVIDSON	8TH & EATON AVENUES BETHLEHEM, PA 18018	1851 SAUCON VALLEY ROAD BETHLEHEM, PA 18015	223-64-3973	10/05/45
L. WHITE MATTHEWS, III	8TH & EATON AVENUES BETHLEHEM, PA 18018	2280 MAIN STREET BETHLEHEM, PA 18017	051-36-8980	02/04/44
CARL W. VON BERNUTH	8TH & EATON AVENUES BETHLEHEM, PA 18018			