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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

Transcore Holdings, Inc.

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(x) Profit () Nonprofit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name 06/09/00
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6/9

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Transcore Holdings, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 25-1844371
(FEI number, if applicable)

4. 9/3/99
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/00 - date began paying payroll - see question 8
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8158 Adams Drive
Hummelstown PA 17036
(Current mailing address)

8. This is a holding company and as such, it has no operations in FL. Its only activity in FL is paying 1 executive's payroll, who resides in FL.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
Margaret E Routzahn
(Registered agent's signature)

MARGARET E. ROUTZAHN
Special Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. **DIRECTORS (Street address only - P.O. Box NOT acceptable)**

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Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. **OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. JW Worthington
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Worthington, President
(Typed or printed name and capacity of person signing application)

TransCore Holdings, Inc.
OFFICERS

NAME	DOB & SS #	BUSINESS ADDRESS/ PHONE	HOME ADDRESS/ PHONE	POSITION*
John M. Worthington	12/20/51 373-56-8739	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5842	2445 E. Bayberry Drive Harrisburg, PA 17112 717-540-5979	President, CEO and Chairman of the Board
David G. Sparks	11/27/59 453-06-4199	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5814	915 Bruton Cove Hummelstown, PA 17036 717-566-6396	Executive Vice President Treasurer
John A. Simler	11/08/56 471-70-6488	23123 State Road 7, Suite 235 Boca Raton, VL 33428 561-487-7900	10020 Northwest 60th Court Parkland, FL 33076 954-340-9813	COO, Executive Vice President, and Secretary
John H. Foote	02/23/53 179-38-8327	115 Woodland Road Southborough, MA 01772 508-786-5245	111 Robins Road Watertown, MA 02172 617-924-5777	Executive Vice President Assistant Secretary
Kelly P. Gravelle	02/17/61 623-96-2627	9480 Carroll Park Drive San Diego, CA 92121 858-826-3569	11685 Via Tavito San Diego, CA 92128 858-675-2098	Executive Vice President Assistant Secretary
Claudia F. Wiegand	12/12/53 009-42-2403	8614 Westwood Center Drive Suite 310 Vienna, VA 22182-2233 703-821-5791	4335 Massachusetts Avenue, NW Washington, DC 20016 202-362-1620	Executive Vice President Assistant Secretary
Charles R. Gwirtsman	12/21/53 139-44-3523	1515 Arapahoe Street Tower One, Suite 1500 Denver, CO 80202 303-390-5019	629 Williams Street Denver, CO 80218 303-393-1170	Executive Vice President Assistant Secretary
Christopher J. Bock	11/22/69 521-47-4749	1515 Arapahoe Street Tower One, Suite 1500 Denver, CO 80202 303-390-5020	1801 Wynkoop Street, #202 Denver, CO 80202	Executive Vice President Assistant Secretary

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* Expiration of Term--all directors and officers--when successor is elected and qualifies.

TransCore Holdings, Inc.
DIRECTORS

NAME	DOB & SS #	BUSINESS ADDRESS/ PHONE	HOME ADDRESS/ PHONE	POSITION*
John M. Worthington	12/20/51 373-56-8739	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5842	2445 E. Bayberry Drive Harrisburg, PA 17112 717-540-5979	President, CEO and Chairman of the Board
John A. Simler	11/08/56 471-70-6488	23123 State Road 7, Suite 235 Boca Raton, VL 33428 561-487-7900	10020 Northwest 60th Court Parkland, FL 33076 954-340-9813	COO, Executive Vice President, Secretary and Director
David G. Sparks	11/27/59 453-06-4199	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5814	915 Bruton Cove Hummelstown, PA 17036 717-566-6396	Executive Vice President and Treasurer
Charles R. Gwirtsman	12/21/53 139-44-3523	1515 Arapahoe Street Tower One, Suite 1500 Denver, CO 80202 303-390-5019	629 Williams Street Denver, CO 80218 303-393-1170	Executive Vice President, Assistant Secretary and Director
Chuck Hamilton		First Analysis Venture Capital 6065 Shelter Bay Avenue Mill Valley, CA 94941 415-388-6752	6065 Shelter Bay Avenue Mill Valley, CA 94941	Director
Darin Winn	10/19/64 483-86-0642	American Capital Strategies 2626 Cole Avenue, Suite 400 Dallas, TX 75204 214-665-9526	2204 Hunter Place Lane Arlington, TX 76006 817-543-0953	Director
Bruce C. Lindsay	09/14/41 520-44-9438	Brind-Lindsay & Company, Inc. 1926 Arch Street Philadelphia, PA 19103-1444 215-569-2840	2117 Delancey Street Philadelphia, PA 19103 215-545-4187	Director
John H. Foote	02/23/53 179-38-8327	115 Woodland Road Southborough, MA 01772 508-786-5245	111 Robins Road Watertown, MA 02172 617-924-5777	Executive Vice President Assistant Secretary

Kelly P. Gravelle	02/17/61 623-96-2627	9480 Carroll Park Drive San Diego, CA 92121 858-826-3569	11685 Via Tavito San Diego, CA 92128 858-675-2098	Executive Vice President Assistant Secretary
Christopher J. Bock	11/22/69 521-47-4749	1515 Arapahoe Street Tower One, Suite 1500 Denver, CO 80202 303-390-5020	1801 Wynkoop Street, #202 Denver, CO 80202 303-298-7865	Executive Vice President Assistant Secretary
Claudia F. Wiegand	12/12/53 009-42-2403	8614 Westwood Center Drive Suite 310 Vienna, VA 22182-2233 703-821-5791	4335 Massachusetts Avenue, NW Washington, DC 20016 202-362-1620	Executive Vice President Assistant Secretary
Lita M. Heckler	05/03/64 162-54-5823	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5870	104 Pond Meadow Court Harrisburg, PA 17110 717-657-8338	Assistant Secretary
Andrea K. Cohen	05/31/62 048-58-7732	9480 Carroll Park Drive San Diego, CA 92121 858-826-4687	2814 Avenida Valera La Costa, CA 92009 760-930-9466	Assistant Secretary
Russell S. Lewis	12/30/54 186-38-1878	8158 Adams Drive Liberty Center - Building 200 Hummelstown, PA 17036 717-561-5840	4075 Deer Run Court Harrisburg, PA 17112 717-652-6950	Director

* Expiration of Term--all directors and officers--when successor is elected and qualifies.

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State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSCORE HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY'S OFFICE 1793 DELAWARE 1833

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0482713

DATE: 06-07-00