F02000005472

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Comtrak, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Alicia Cunningham
(Name of Person)

Comtrak, Inc.
(Firm/Company)

P.O. Box 750897
(Address)

Memphis, TN 38175-0897
(City/State and Zip code)

100008331101--8
-10/11/02--01038--011
*****70.00 *****70.00

For further information concerning this matter, please call:

Alicia Cunningham at (901) 541 8000
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- [x] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate of Status
- [ ] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

W02000029562
7 pages

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 14, 2002

ALICIA CUNNINGHAM
COMTRAK, INC.
P.O. BOX 750897
MEMPHIS, TN 38175-0897

SUBJECT: COMTRAK, INC.
Ref. Number: W02000029562

We have received your document for COMTRAK, INC. and your check(s) totaling $70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 102A00057235

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Michael J. Bruns, do hereby certify
(Name)

that this Resolution of the Board of Directors of Comtrak, Inc
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Texas

was duly adopted on October 24, 2002

Be it resolved, that Comtrak, Inc
(Corporate Name)

organized and existing in the State of Texas, hereby adopts the name

Comtrak Logistics, Inc. for use in Florida.

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Dated: 10/24/02

Signature of either Chairman, Vice Chairman or any officer

Michael J. Bruns, President
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

INHS19(1/00)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Comtrak, 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. Texas (State or country under the law of which it is incorporated)

3. 62-1168646 (FEI number, if applicable)

4. 6/16/80 (Date of incorporation)

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5660 Universal Drive, Memphis, TN 38118

(Principal office address)

P.O. Box 750897, Memphis, TN 38175-0897

(Current mailing address)

8. Transportation Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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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 (City), 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.

see attached

(Registered agent's signature)

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.

ACCEPTANCE OF APPOINTMENT

RE: **Comtrak, Inc.**

CT Corporation System
1200 S. Pine Island Rd.
Plantation, FL 33324

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: September 30, 2002

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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

By ______________________
John J. Linnihan, Asst. Vice President

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: __________

Address: __________

Vice Chairman: __________

Address: __________

Director: Michael J. Bruns

Address: 5660 Universal Dr
Memphis, TN 38118

Director: Marian J. Bruns

Address: 5660 Universal Dr
Memphis, TN 38118

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Michael J Bruns

Address: 5660 Universal Dr
Memphis, TN 38118

Vice President: __________

Address: __________

Secretary: Marian J. Bruns

Address: 5660 Universal Dr., Memphis, TN 38118

Treasurer: __________

Address: __________

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

13. Michael J Bruns
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Bruns, Director
(Typed or printed name and capacity of person signing application)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for COMTRAK, INC. (filing number: 52193100), a Domestic Business Corporation, was filed in this office on June 16, 1980.

It is further certified that the entity status in Texas is active.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 30, 2002.

Gwyn Shea

Gwyn Shea
Secretary of State