

F94000000663

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

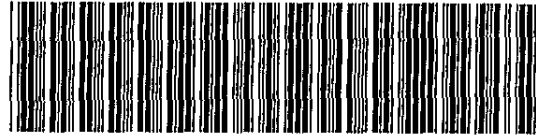
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DIVISION OF CORPORATIONS
2005 APR - 8 PM 12: 08

03/23/05--01053--005 **35.00

N/C

JB
4/8

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: USF Processors Inc.
(Name of corporation)

DOCUMENT NUMBER: F94000000663

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sue Joyner
(Name of person)

Carolina Logistics, Inc.
(Name of firm/company)

2601 Pilgrim Court
(Address)

Winston-Salem, NC 27106
(City/state and zip code)

For further information concerning this matter, please call:

Sue Joyner at (336) 631-2719
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F9400000663
(Document number of corporation (if known))

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
2005 APR -8 PM 12:08

1. USF Processors Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Texas (Incorporated under laws of) 3. 2-10-1994 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03-04-2005

5. Carolina Logistics, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
(New jurisdiction)

Cynthia Evans Tessieu
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Cynthia Evans Tessieu
(Typed or printed name of person signing)

3-18-05
(Date)
Executive Vice President
(Title of person signing)

April 5, 2005

Attn: Ms. Velma Shepherd
Florida Secretary of State

Re: Articles of Amendment for USF Processors Inc.
Document Number F9400000063

I received your voicemail from last week when I returned to the office stating that you needed the attached Articles of Amendment for USF Processors Inc. to complete our Application by Foreign Profit Corporation To File Amendment To Application For Authority To Transact Business In Florida.

Please let me know if you need anything further to process our application.

Thank you,



Sue Joyner

RECEIVED
05 APR -8 AM 8:39
DIVISION OF CORPORATIONS



Office of the Secretary of State

CERTIFICATE OF AMENDMENT
OF

Carolina Logistics, Inc.
124689100

[formerly: USF PROCESSORS INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 03/04/2005
Effective: 03/04/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Phone: (512) 463-5555
Prepared by: Michelle Morin

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
Document: 84278830002

LOCATION:

RX TIME 03/07 '05 11:15

TOTAL P.02

FILED
In the Office of the
Secretary of State of Texas

MAR 04 2005

Corporations Section

Form 404 Rev. (9/03)
Form 404 (revised 9/03)

This space reserved for office use.

Return in Duplicate to:
Secretary of State
P.O. Box 13497
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$150



**Articles of Amendment
Pursuant to Article 4.04,
Texas Business
Corporation Act**

Article 1 - Name

The name of the corporation is as set forth below:
USF Processors, Inc.

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: **1246891**

Article 2 - Amended Name

(If the purpose of the articles of amendment is to change the name of this corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation. The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below):
Carolann Logistics, Inc.

The name of the entity must contain an organizational ending or accepted abbreviation of such term. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or

limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3 - Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be corporation named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

First Name	MI	Last Name	Suffix

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

Article 4 - Other Added, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Tax Area (The attached addendum, if any, is incorporated herein by reference.)

None

Article 5—Date of Adoption

The date of the adoption of the amendment(s) by the shareholders of the corporation, or by the board of directors where no shares have been issued is March 3, 2005.

Article 6—Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effective Date of Filing

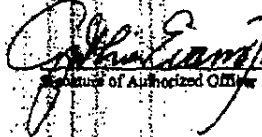
A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.



Secretary of Authorized Officer

March 3, 2005
Date:



carolina logistics services

Our Business is Improving Yours

March 3, 2005

USF Processors, Inc.
4055 Valley View Lane
5th Floor
Dallas, TX 75244

Dear Sir:

This letter will serve as written permission and consent of Carolina Logistics Services, Inc. to allow USF Processors, Inc. to amend its corporate name to Carolina Logistics, Inc. It is understood that Carolina Logistics Services, Inc. is the owner of 100% of the stock of USF Processors, Inc. I am informed by legal counsel that due to the similarity between the proposed new name (Carolina Logistics, Inc.) and the name of the parent/owner, the Texas Secretary of State has requested a letter of permission from the parent allowing and consenting to the new name. I trust that this letter will satisfy this request from the Texas Secretary of State.

Regards,

S. Mack Doughton
President

03/03/05 16:17 FAX: 336.770.1954