

F94000002817

TRANSCORE

8158 Adams Drive
Liberty Centre-Building 200
Hummelstown, Pennsylvania 17036
Phone: (717) 561-2400 Fax: (717) 564-8439

March 31, 2000

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003194384--4
-04/04/00--01006--014
*****35.00 *****35.00

Re: Amendment Application

To Whom It May Concern:

Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for JHK & Associates, Inc. Also enclosed is an original copy of our Certificate of Amendment from the State of Delaware and a check in the amount of \$35.00 for the required filing fee.

Please send all correspondence regarding this matter to:

Transcore, Inc.
8158 Adams Drive
Liberty Centre - Building 200
Hummelstown, PA 17036

If you have any questions regarding this matter, please do not hesitate to contact me at (717) 561-2400.

Sincerely,

Melodee Spotts

Melodee Spotts
Tax Accountant

FILED
00 APR -4 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

W Change

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)

1. JHK & ASSOCIATES, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE Incorporated under laws of
3. 5/27/94 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? 2/1/00

5. TRANSORE ITS, 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.

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


Signature

3/28/00
Date

LITA M. HECKLER
Typed or printed name

ASSOC. V.P. / ASSIST. SECRETARY
Title

FILED
00 APR -4 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JHK & ASSOCIATES, INC.", CHANGING ITS NAME FROM "JHK & ASSOCIATES, INC." TO "TRANSCORE ITS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2000, AT 4 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2371314 8100

001112540

AUTHENTICATION: 0317478

DATE: 03-15-00

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
JHK & ASSOCIATES, INC.**

John M. Worthington hereby certifies that:

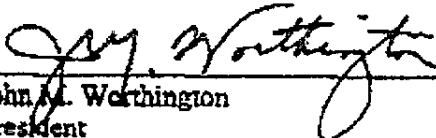
1. He is the duly elected and acting President of JHK & Associates, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on January 21, 1994.
3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.
4. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and the sole stockholder of this corporation.
5. Article 1 to the Certificate of Incorporation of this corporation is hereby amended in its entirety to read as follows:

"1. The name of the corporation is:

TransCore ITS, Inc."

IN WITNESS WHEREOF, JHK & Associates, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its President and attested to by its Secretary this 1st day of February, 2000.

JHK & ASSOCIATES, INC.



John M. Worthington
President

Attest:

By: 

Claudia F. Wiegand
Secretary