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ACCOUNT NO. : 072100000032

REFERENCE : 759675 4330486

AUTHORIZATION : Patricia Pysa

COST LIMIT : \$ 70.00

ORDER DATE : March 27, 1998

ORDER TIME : 9:44 AM

ORDER NO. : 759675-015

CUSTOMER NO: 4330486

CUSTOMER: Ms. Sheila Turner
Howard, Rice, Nemerovski,
3 Embarcadero Center
7th Floor
San Francisco, CA 94111

98/3/30
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 2:55

FOREIGN FILINGS

600002471886--2

NAME: UNITED ROAD SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

RECEIVED
98 MAR 30 AM 11:21
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. UNITED ROAD SERVICES, 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 3. 94-3278455
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8 Automation Lane
Albany, NY 12205
(Current mailing address)

8. Motor vehicle and equipment towing and transport services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Menstrel
(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.

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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)

Chairman: Edward T. Sheehan
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

Vice Chairman: _____
Address: _____

Director: Ross Berner
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

Director: Mark McKinney
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

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

President: Mark McKinney
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

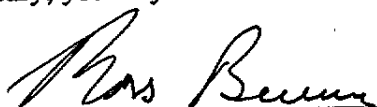
Vice President: Donald J. Marr
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

ASS'T. Secretary: Ross Berner
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

CFO Treasurer: Donald J. Marr
Address: UNITED ROAD SERVICES, INC.
8 Automation Lane, Albany, NY 12205

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

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

14. Ross Berner, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED ROAD SERVICES, 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 SEVENTEENTH DAY OF MARCH, A.D. 1998.

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.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8974201

DATE: 03-17-98