

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

M99000000036

1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

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December 17, 1998

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002715956--9
-12/18/98--01061--009
****250.00 ****250.00

600002715956--9
-12/18/98--01061--010
*****35.00 *****35.00

RE: Qualification of Foreign LLC

Dear Sir or Madam:

Enclosed herein please find an original and one copy of the Application for Authority of Foreign Limited Liability Company for **Transit Group Transportation, LLC**, a Delaware limited liability company, together with Affidavit of Membership and Contributions, Certificate of Designation of Registered Agent and a Certificate of Existence. Also, enclosed is our check in the amount of \$250.00 to cover the cost of filing and \$35.00 for Certificate of Designation of Registered Agent. **I have also enclosed a federal express envelope for you to return the acknowledgment of the filing.**

Thank you for your attention to this matter and if you need any further information or have any questions, please do not hesitate to contact me.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Mary S. Barnett

Mary S. Barnett
Corporate Paralegal

msb

Enclosures

cc: Mr. Wayne N. Nellums

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Rev. December 17, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

MARY S. BARNETT
WOMBLE CARLYLE SANDRIDGE & RICE
1275 PEACHTREE ST., N.E., SUITE 700
ATLANTA, GA 30309-3574

SUBJECT: TRANSIT GROUP TRANSPORTATION, LLC
Ref. Number: W98000028986

We have received your document for TRANSIT GROUP TRANSPORTATION, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 698A00060683

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Transit Group Transportation, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. 58-2526696
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 23, 1998 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Suite 1740, 2859 Paces Ferry Road
Atlanta, GA 30339
(Street address of principal office)

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 TALLAHASSEE, FLORIDA

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

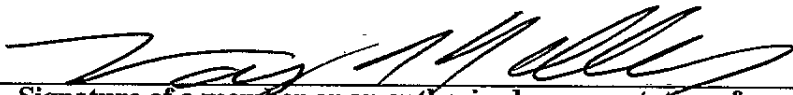
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Philip A. Belyew</u>	<u>Manager</u>	<u>Wayne N. Nellums</u>	<u>Manager</u>
<u>Suite 1740</u>		<u>Suite 1740</u>	
<u>2859 Paces Ferry Road</u>		<u>2859 Paces Ferry Road</u>	
<u>Atlanta, GA 30339</u>		<u>Atlanta, GA 30339</u>	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Transit Group Transportation, LLC _____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$48,006,000;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$48,006,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Wayne N. Nellums, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment to Affidavit of Membership and Contributions of Foreign Limited Liability Company
Transit Group Transportation, LLC, a Delaware Limited Liability Company

#3 - The following property was contributed by the member of the limited liability company:

Stock of the following companies owned by the member, which were merged into the limited liability company: Transportation Resources and Management, Inc., Transit Leasing, Inc., Certified Transport, Inc., Freight Movers, Inc., Diversified Trucking, Inc., Northstar Transportation, Inc., Service Express, Inc., GPS Acquisition Corp., Carolina-Pacific Distributors, Inc., Carroll Fulmer Group, Inc., Carroll Fulmer Payroll, Inc., Carroll Fulmer Logistics, Inc., K. J. Transportation, Inc., Certified Transport, L.L.C., Venture Logistics, LLC and Transit Group Merger Sub, Inc.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Transit Group Transportation, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Road

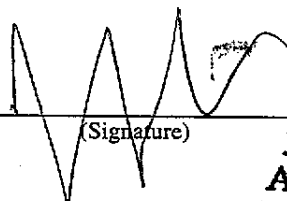
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation 33324

FL
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

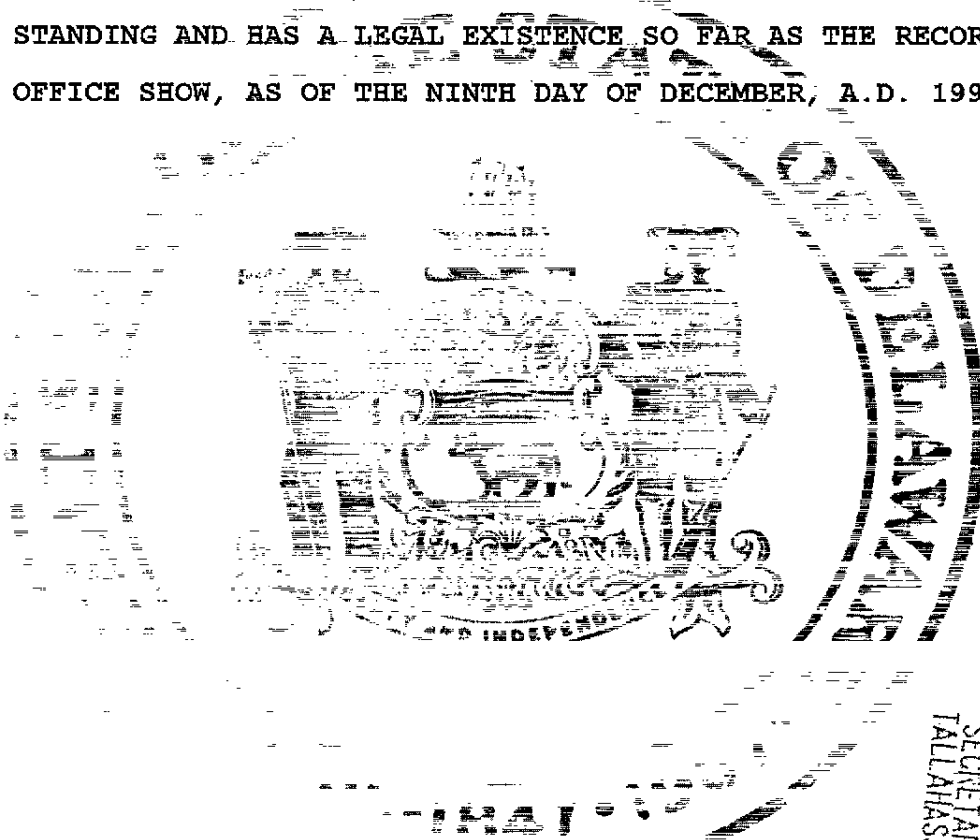
**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent

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 "TRANSIT GROUP TRANSPORTATION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF DECEMBER, A.D. 1998.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

9450843

AUTHENTICATION:

12-09-98

DATE:

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