811386

Articles of Amendment
Filed 6-25-75

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15 pgs.

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company

235 MONTGOMERY STREET, ROOM 1815, SAN FRANCISCO, CAL. 94104 • (415) 986-5585

June 19, 1975

SECRETARY OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Dear Sir:

RE: TRAILER MARINE TRANSPORT CORPORATION
Delaware Domestic

***15.00

COUNSEL: Pillsbury, Madison & Sutro
225 Bush Street
San Francisco, California 94104
Attn: Paul Dorroh

FILED
JUN 25 3 16 PM '75
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the instructions of counsel named above, we enclose for filing

One certified copy of Restated Certificate of Incorporation for the subject corporation, as filed in Delaware under the date of June 13, 1975

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM

By Tom N. Hitzl

Tom N. Hitzl

Enc.

SPECIAL INSTRUCTIONS:

PRIVILEGE TAX	
C. TAX	
FILING	15
C. COPY	
R. A. FEE	
P. CAP	
SEARCH	
TOTAL	15
BALANCE DUE	
REFUND	

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

Bruce A. Smathers
SECRETARY OF STATE

Telephone Number
904/488-2675

C T Corporation System
c/o Tom N. Hitzl
235 Montgomery St.
Room 1815
San Francisco, Cal. 94104

Charter Number: 811336

June 27, 1975

Subject: TRAILER MARINE TRANSPORT CORPORATION

This will acknowledge receipt of the following documents for the above captioned corporation:

xx 1. Check in the amount of $ 15.00

___ 2. Articles of Incorporation

xx 3. Amendment to Articles of Incorporation

___ 4. Articles of Merger or Consolidation

___ 5. Certificate of Withdrawal received and filed

___ 6. Limited Partnership

___ 7. Trademark Application

ENCLOSED:

___ 1. Certified Copy(ies)

___ 2. Certificate(s) under Seal

___ 3. Photocopy(ies)

___ 4. Other

Filed: 6-25-75

Sincerely,

Mary Rushing, Supervisor
Charter Section

MR/
sl
Enclosed

Corp. 2
3/5/75

A-524 6-25

RESTATED

CERTIFICATE OF INCORPORATION

OF

TRAILER MARINE TRANSPORT CORPORATION

TRAILER MARINE TRANSPORT CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is TRAILER MARINE TRANSPORT CORPORATION, and the name under which the corporation was originally incorporated is TMT TRAILER FERRY, INC.

The date of filing its original Certificate of Incorporation with the Secretary of State was September 30, 1954.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate

of Incorporation of this corporation to read as hereinafter set forth in full.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

<u>FIRST:</u> The name of the corporation is TRAILER MARINE TRANSPORT CORPORATION.

<u>SECOND:</u> The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

<u>THIRD:</u> The nature of the business of the corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

To acquire by purchase, lease or otherwise and to own, operate, use, sell, lease, hire, manufacture, construct, assemble, maintain and repair trailers, ferries, trucks, vans, coaches, automobiles, wagons, airplanes, boats, barges, vehicles and vessels of every and any kind and character, used or useful as a means of conveying, delivering, moving, carrying and transporting, by land, sea, in the air, or otherwise, persons, goods, chattels, products, substances and property of any and every kind and character; to equip and install the same for use, operation and propulsion by electricity, gas, compressed air, oil, steam, or any other means of motive power, either singly or in combination; and to contract with corporations, firms, associations or individuals for operating, using, selling, leasing and hiring the same.

To engage in the business known as contract air carriers; to engage in and carry on the business of receiving, carrying, transporting and delivering for compensation, by land, water or air, baggage, goods, wares, mail matter, packages, freight and merchandise of every kind and description, to, from, and between railroads, railroad stations, terminals or wharves, and to, from and between any other places whatsoever, by fixed routes or otherwise, either public, quasi-public or private; to engage in and carry on a general, transfer, express and baggage business; to engage in and carry on a general ferry business; to engage in and carry on a general trucking, contracting and stevedore business; to engage in and carry on a general shipping and forwarding business; and to contract with airlines, railroads, warehouses, steamship lines and transportation lines of every kind, as well as with corporations, copartnerships, business concerns of every kind, individuals and the public in general, covering, relating or incidental to any of the foregoing businesses.

To buy, contract for, construct, lease and in any and all other ways acquire, take, hold and own, and to sell, mortgage, lease and otherwise dispose of transportation line or lines by land, water, air or otherwise, and to manage, operate, maintain, improve, extend and develop the same.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred (100); all of such shares shall be without par value.

All such shares are of one class and are designated as no par value common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered shall be fully paid stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

FIFTH: The corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

SEVENTH: Meetings of the stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

4. This Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Trailer Marine Transport Corporation has caused this certificate to be signed by J. Alec Merriam, its vice president, and attested by Kenneth J. Blanchard, its secretary, this 6th day of June, 1975.

TRAILER MARINE TRANSPORT CORPORATION

By [signature]
Vice President

CORPORATE SEAL
ATTEST:

By Kenneth J. Blanchard
Secretary

TK

State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Restated Certificate of Incorporation of the "TRAILER MARINE TRANSPORT CORPORATION", as received and filed in this office the thirteenth day of June, A.D. 1975, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirteenth *day of* June *in the year of our Lord one thousand nine hundred and* seventy-five.

Robert H. Reed

Robert H. Reed *Secretary of State*

Grover A. Biddle *Assistant Secretary of State*

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