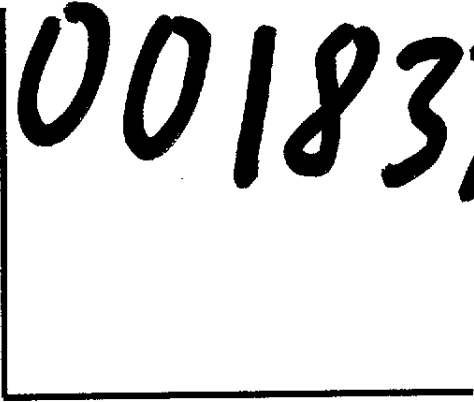


State of Florida
Requester's Name
F00000001837

Address

City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pacer International Holdings, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

9

FILED
SECRETARY OF CORPORATIONS
00 APR -3 PM 1:43

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-04/03/00--01044--014
*****78.75 *****78.75

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

*BK
4/3*

RECEIVED
00 APR -3 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

OF

PACER INTERNATIONAL HOLDINGS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
00 APR -3 PM 1:43

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. The name of the corporation is:

PACER INTERNATIONAL HOLDINGS, INC.

2. The State of Incorporation is the State of Delaware.

3. The corporation's Federal Employer Identification Number is 65-0770681.

4. The date on which this corporation was incorporated is November 1, 1997.

5. The duration of this corporation is perpetual.

6. The date on which the corporation first transacted business in the State of Florida is upon filing of this certificate.

7. The current mailing address of the corporation is:

551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33483

8. The purposes for which the corporation is authorized to conduct in the state of incorporation and which it proposes to conduct in the State of Florida are as follows:

To engage in any lawful act or activity for which corporation may be organized under the statutes of the State of Florida

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
100 APR -3 PM 1:43

9. The name and street address of this corporation's Florida registered agent is:

Stephen A. Saldanha
Pacer International, Inc.
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33483

10. 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.

11. The names and addresses of the officers and/or directors are as follows:

A. Directors:

Stephen A. Saldanha
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33843

Ben T. Austin, III
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33843

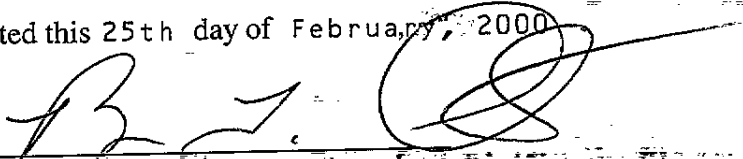
B. Officers:

Stephen A. Saldanha
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33843
Chairman and Chief Executive Officer

Ben T. Austin
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33843
President

Marc J. Odrobina
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33843
Secretary, Treasurer and Chief Executive Officer

Dated this 25th day of February, 2000


Ben T. Austin III
President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -3 PM 4:3

In compliance with the provisions of Section 607.1503, Florida Statutes, PACER INTERNATIONAL HOLDINGS, INC., a foreign corporation authorized to transact business in the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST: The name of the corporation is:

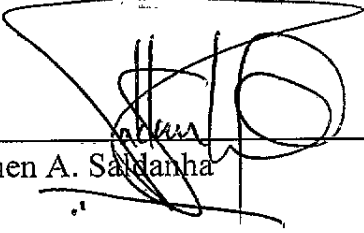
PACER INTERNATIONAL HOLDINGS, INC.

SECOND: The name and address of the registered agent and office is:

Stephen A. Saldanha
551 S.E. 8th Street
Suite 600
Delray Beach, Florida 33480

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.

Dated this 25th day of February, 2000


Stephen A. Saldanha

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -3 PM 1:15

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACER INTERNATIONAL HOLDINGS, 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 TWENTY-SECOND DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PACER INTERNATIONAL HOLDINGS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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001145459

AUTHENTICATION: 0331633

DATE: 03-22-00