F02000000076

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Pacer Cartage, Inc.

0

FILED
02 JAN -7 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit
() Nonprofit
(X) Foreign Qual.
() Limited Partnership
() LLC
() Certified Copy
() Call When Ready
(x) Walk In
() Mail Out

() Amendment
() Dissolution/Withdrawal
() Reinstatement
() Annual Report
() Name Registration
() Fictitious Name
() Photocopies
() Call If Problem
() Will Wait

() Merger
() Mark
() Other
() Change of RA
() UCC
() CUS
() After 4:30
(x) Pick Up

RECEIVED
02 JAN -7 PM 12:23
DIVISION OF CORPORATION

Name 1/7/02
Availability _______
Document
Examiner _______
Updater _______
Verifier _______
W.P. Verifier _______

Order#: 5016657

500004755805--6
-01/07/02--01047--024
*****70.00 *****70.00

Ref#: _______

Amount: $_______

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Pacer Cartage, 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
(State or country under the law of which it is incorporated)

3. 52-2090059
(FEI number, if applicable)

4. March 23, 1998
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 12:00:01 a.m., Eastern Standard Time, January 1, 2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1 Concord Center, 2300 Clayton Road, Suite 1200, Concord, California 94520
(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324
(City) (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.

(Registered agent's signature) Craig Hondley, Asst. Secy.

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.

12. **Names and business addresses of officers and/or directors:**

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: [See attached.]

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: [See attached.]

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

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

14. Lawrence C. Yarberry, Exec. VP and CFO
(Typed or printed name and capacity of person signing application)

PACER CARTAGE, INC.

Officers

Gerry Angeli	President and Chief Executive Officer	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Lawrence C. Yarberry	Executive Vice President, Chief Financial Officer	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Michael Killea	Executive Vice President, General Counsel	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
John W. Hein	Vice President	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Joseph P. Atturio	Vice President and Secretary	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Joseph B. Doherty	Treasurer	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Nina Yao	Director of Taxes and Assistant Secretary	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520

Directors

Donald C. Orris	Chairman	1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Gerry Angeli		1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520
Lawrence C. Yarberry		1 Concord Center 2300 Clayton Road Suite 1200 Concord, California 94520

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PACER CARTAGE, 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 SECOND DAY OF JANUARY, A.D. 2002.

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

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JAN -7 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2874370 8300

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AUTHENTICATION: 1534890

DATE: 01-02-02