

F02000003235

CORPORATION

CORPORATION(S) NAME

Passport Transport, Ltd., Inc.

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2002 JUN 25 PM 1:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/25/02

Order#: 5408314

500005973645--9

-06/25/02--01025--010

Ref#: *****70.00 *****70.00

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

J. BRYAN JUN 25 2002

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN 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. Passport Transport, Ltd., 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. 62-1824553
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/21/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(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. 37 Progress Parkway, Maryland Heights, MO 63043
(Principal office address)
- same
(Current mailing address)

8. Motor transportation of vehicles
(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: C T Corporation System

Office Address: 1200 South 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.

BY: C T Corporation System
John J. Linnihan
(Registered agent's signature) John J Linnihan, Asst V. P.

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:

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

SEE ATTACHMENT

President: John G. Pickard

Address: 2088 South Arlington Road

Akron, OH 44306

Vice President: Brendan L. O'Sullivan

Address: 2088 South Arlington Road

Akron, OH 44306


Secretary: Kimble H. Scott

Address: 2088 South Arlington Road Akron, OH 44306

Treasurer: Matthew L. Rittenhour

Address: 2088 South Arlington Road Akron, OH 44306

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. C. Edward Klank III, Asst. Secretary

(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

1. Full Name: John G. Pickard
Officer/Director: Officer, Director
Officer's Title: Pres. & CEO
Business Address: 2088 South Arlington Road
City: Akron
State: OH
ZIP Code: 44306
2. Full Name: Brendan L. O'Sullivan
Officer/Director: Officer, Director
Officer's Title: VP & CFO
Business Address: 2088 South Arlington Road
City: Akron
State: OH
ZIP Code: 44306
3. Full Name: James F. Snider II
Officer/Director: Officer, Director
Officer's Title: EVP & COO
Business Address: 2088 South Arlington Road
City: Akron
State: OH
ZIP Code: 44306
4. Full Name: Matthew L. Rittenhour
Officer/Director: Officer
Officer's Title: Treasurer
Business Address: 2088 South Arlington Road
City: Akron
State: OH
ZIP Code: 44306
5. Full Name: Kimble H. Scott
Officer/Director: Officer
Officer's Title: Vice President & Secretary
Business Address: 2088 South Arlington Road
City: Akron
State: OH
ZIP Code: 44306
6. Full Name: Hugh A. Skinner
Officer/Director: Officer
Officer's Title: Assistant Treasurer
Business Address: 942 S. Shady Grove Road
City: Memphis
State: TN
ZIP Code: 38120

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7. Full Name: Michael D. Fryt
Officer/Director: Officer
Officer's Title: Assistant Treasurer
Business Address: 942 S. Shady Grove Road
City: Memphis
State: TN
ZIP Code: 38120
8. Full Name: Andrew M. Paalborg
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 942 S. Shady Grove Road
City: Memphis
State: TN
ZIP Code: 38120
9. Full Name: C. Edward Klank III
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 942 S. Shady Grove Road
City: Memphis
State: TN
ZIP Code: 38120

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Delaware

The First State

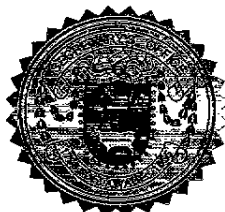
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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PASSPORT TRANSPORT, LTD." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 2002.

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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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3248045 8300

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AUTHENTICATION: 1827554

DATE: 06-12-02