F94000002365

TRANSCORE

8158 Adams Drive
Liberty Centre-Building 200
Hummelstown, Pennsylvania 17036
Phone: (717) 561-2400 Fax: (717) 564-8439

March 31, 2000

900003194339--3
-04/04/00--01006--004
*****35.00 *****35.00

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment Application

To Whom It May Concern:

Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Syntonic Technology, Inc. Also enclosed is an original copy of our Certificate of Amendment from the State of Delaware and a check in the amount of $35.00 for the required filing fee.

Please send all correspondence regarding this matter to:

Transcore, Inc.
8158 Adams Drive
Liberty Centre – Building 200
Hummelstown, PA 17036

FILED
00 DEC 13 AM 10: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions regarding this matter, please do not hesitate to contact me at (717) 561-2400.

Sincerely,

Melodee Spotts

Melodee Spotts
Tax Accountant

Enclosures

Called - 12/13/00
Due to policy
change new name
no longer a
conflict. SP
... resolution

S. PAYNE DEC 13 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 11, 2000

Melodee Spotts, Tax Accountant
Transcore, Inc.
8158 Adams Dr., Liberty Centre, Bdg. 200
Hummelstown, PA 17036

SUBJECT: SYNTONIC TECHNOLOGY, INC.
Ref. Number: F94000002365

We have received your document for SYNTONIC TECHNOLOGY, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 000A00019716

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. SYNTONIC TECHNOLOGY, INC.
Name of corporation as it appears on the records of the Department of State.

2. DELAWARE
Incorporated under laws of

3. 5/6/94
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/15/99

5. TRANSCORE, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

FILED
00 DEC 13 AM 10: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[signature]
Signature

12/6/00
Date

LITA M. HECKLER
Typed or printed name

ASSOC. V.P. / ASSIST. SECRETARY
Title

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SYNTONIC TECHNOLOGY, INC.", CHANGING ITS NAME FROM "SYNTONIC TECHNOLOGY, INC." TO "TRANSCORE, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

Edward J. Freel, Secretary of State

2382097 8100

001074490

AUTHENTICATION: 0291268

DATE: 03-02-00

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SYNTONIC TECHNOLOGY, INC.

John M. Worthington hereby certifies that:

1. He is the duly elected and acting President of Syntonic Technology, Inc., a Delaware corporation.

2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on March 3, 1994.

3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.

4. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and the sole stockholder of this corporation.

5. The Certificate of Incorporation of this corporation is hereby amended to read as follows:

"1. The name of the corporation is:

TransCore, Inc."

IN WITNESS WHEREOF, Syntonic Technology, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its President and attested to by its Assistant Secretary this 5 day of November, 1999.

SYNTONIC TECHNOLOGY, INC.

JM Worthington

John M. Worthington
President

Attest:

By: CW

Claudia F. Wiegand
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 11/15/1999
991486168 – 2382097

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SYNTONIC TECHNOLOGY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TRANSCORE, INC.", THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

Edward J. Freel, Secretary of State

2382097 8320

001317796

AUTHENTICATION: 0528356

DATE: 06-28-00