

F9500002728

TRANSMITTAL LETTER



**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Werner Enterprises, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Richard S. Reiser
(Name of Person)
Werner Enterprises, Inc.
(Firm/Company)
P.O. Box 37308
(Address)
Omaha, NE 68137
(City, State and Zip Code)

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*****70.00 *****70.00

W95-9091

Should you need to call someone concerning this matter, please call:

Richard S. Reiser at (402) 894 - 3000
(Name of Person) Area Code & Daytime Telephone Number

HC 67

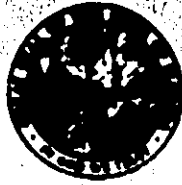
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DIVISION OF CORPORATIONS

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1995

RICHARD S. REISER
WERNER ENTERPRISES, INC.
PO BOX 37308
OMAHA, NE 68137

SUBJECT: WERNER ENTERPRISES, INC.
Ref. Number: W9500009091

We have received your document for WERNER ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 995A00020392

SPECIALIZED CARRIER

1-80 & Hwy 50 • P.O. Box 37308 • Omaha, Nebraska 68137

402-895-6640

895-1387

May 18, 1995

Ms. Jennifer Sindt
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ref. No. W9500009091

Dear Ms. Sindt:

Thank you for your letter of April 28, 1995, informing us of the additional amounts owed with respect to our qualification to do business in the state of Florida. Enclosed please find our check for \$400, which covers the annual report fees for the 1993 and 1994 years.

We would, however, respectfully request abatement of the \$500 per year penalty associated with those filings. We are not in dispute over the annual report fees, but believe we had reasonable cause for the defect.

Werner Enterprises, Inc. is a large interstate common truckload carrier which operates in the 48 contiguous states and Canada. Our intrastate business within Florida, during the years in question, is diminimus in relation to our entire fleet operations. We believed we were operating under the exemption provided for transacting business in interstate commerce.

Unfortunately, we were not aware of Florida law regarding the requirements for qualifying to do business. With the complexity and the diversity of state laws, we often have to rely upon state agencies, such as yours, to assist us in identifying these types of issues. As soon as the need for qualification was brought to our attention, we immediately responded to rectify the defect.

As evidenced by our other filings with the state, such as income and fuel tax, we showed a good faith effort to comply with state laws. We made our presence known and timely paid the associated tax due.

For these reasons, we would respectfully request abatement of the penalty associated with these filings. If you have any questions, or if additional information is required, please contact me.

Sincerely,



Sheila Lenagh
Director of Taxation

AFFIDAVIT

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On this day personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements Robert E. Synowicki, Jr.
(Officer name)

who after having first been duly sworn, upon oath deposes and says as follows:

1. I am C.F.O. of Werner Enterprises, Inc.
(capacity) (corporation name)

a corporation organized under the laws of Nebraska
(state/country)

2. The "Application by Foreign Corporation for Authorization to Transact Business in Florida", submitted to the Florida Department of State, contained erroneous information.

3. Werner Enterprises, Inc. has not transacted business in
(corporation name)
the State of Florida. The date of May 1993, as stated in section six (6) of its
(erroneous date)
application is erroneous. The previous activities conducted within the State of Florida by said corporation did not constitute the transaction of business pursuant to section 607.1501, Florida Statutes.

4. The correct date the corporation shall begin conducting its affairs in Florida shall be upon qualification by the Florida Department of State.

Robert E. Synowicki, Jr.
AFFIAN OFFICER

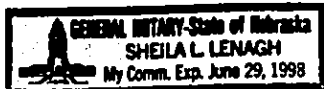
On this 2 day of June, 1995, Robert E. Synowicki, Jr.
personally appeared before me.

- who is personally known to me
- whose identity I proved on the basis of _____

My Commission Expires: 6-29-98

Sheila L. Lenagh
Notary Public Signature

Sheila L. Lenagh
Notary's Printed Name



Seal

**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. Werner Enterprises, 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. Nebraska 3. 47-0648386
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/14/82 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 37308
Omaha, NE 68137-0308
(Current mailing address)

8. Common or contract motor carriage and all activities related thereto
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Alfred H. Soey
(Registered agent's signature)

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.

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

A. DIRECTORS See Exhibit "A" attached.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Exhibit "B" attached.

President: _____

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Richard S. Reiser, Vice President, General Counsel

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

WERNER ENTERPRISES, INC.

BOARD OF DIRECTORS:

Chairman: Clarence L. Werner
14507 Frontier Road
Omaha, NE 68137

Vice-Chairman: Gary L. Werner
14507 Frontier Road
Omaha, NE 68137

Directors:

Curtis G. Werner
14507 Frontier Road
Omaha, NE 68137

Irving B. Epstein
14507 Frontier Road
Omaha, NE 68137

Martin F. Thompson
14507 Frontier Road
Omaha, NE 68137

Gerald H. Timmerman
14507 Frontier Road
Omaha, NE 68137

Gregory L. Werner
14507 Frontier Road
Omaha, NE 68137

Gail M. Werner-Robertson
14507 Frontier Road
Omaha, NE 68137

Donald W. Rogert
14507 Frontier Road
Omaha, NE 68137

Florida.01

EXHIBIT "A"

OFFICERS:

Chairman of Board Chief Executive Officer	Clarence L. Werner 14507 Frontier Road Omaha, NE 68137
Vice-Chairman/Board; President	Gary L. Werner 14507 Frontier Road Omaha, NE 68137
Executive Vice-President Chief Operating Officer	Curtis G. Werner 14507 Frontier Road Omaha, NE 68137
Senior Vice-President Marketing	Wayne R. Childers 14507 Frontier Road Omaha, NE 68137
Vice-President/Maintenance	Gregory L. Werner 14507 Frontier Road Omaha, NE 68137
VP-Finance, CFO, Treasurer	Robert E. Synowicki, Jr. 14507 Frontier Road Omaha, NE 68137
Vice-President/Operations	Alan D. Adams 14507 Frontier Road Omaha, NE 68137
VP-General Counsel	Richard S. Reiser 14507 Frontier Road Omaha, NE 68137
Vice-President/Van Division	Mark A. Martin 14507 Frontier Road Omaha, NE 68137
Vice-President-Safety	Duane D. Henn 14507 Frontier Road Omaha, NE 68137
Vice-President-Logistics/ Dedicated Fleet Services	Larry Williams 14507 Frontier Road Omaha, NE 68137
VP-Controller, Secretary	John J. Steele 14507 Frontier Road Omaha, NE 68137

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

WERNER ENTERPRISES, INC.

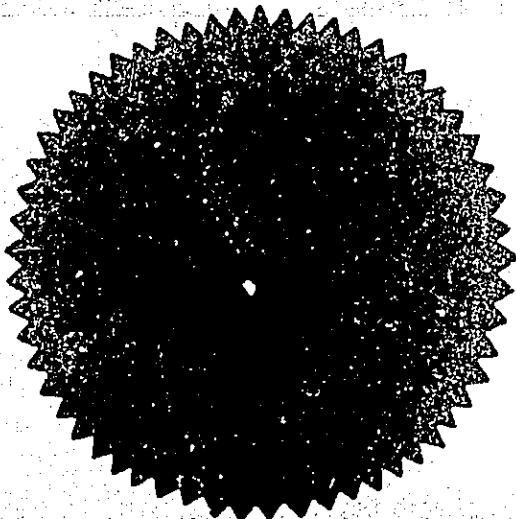
with registered office located in OMAHA, Nebraska, filed
Articles of Incorporation in this office on September 14, 1982.

I further certify that said corporation is in good standing as of this date.

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DIVISION OF CORPORATIONS
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In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on January 27
in the year of our Lord, one thousand
nine hundred and ninety-five.



A handwritten signature in cursive script that reads "Scott Moore".

SECRETARY OF STATE