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Document Number Only

95 AUG 21 PM 1:55

DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

CORPORATION(S) NAME

300001568459
-08/22/95--01036--013
*****70.00 *****70.00

T-Way GP, Inc.

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

8/21

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fictitious Name

( ) Certified Copy
( ) Photo Copies
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( ) After 4:30
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Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

8/21/95
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File 1st

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. T-Way GP, 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. Applied For
(FEI number, if applicable)

4. 7/28/95
(Date of Incorporation)

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

6. 8/29/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 511 16th St., Ste. 600, Denver, CO 80202
(Current mailing address)

8. To serve as the general partner of a partnership.
(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: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Marcia J. Sunahara
(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice Pres.
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas J. Kelly, II

Address: 511 16th St., Ste. 600, Denver, CO 80202

Vice Chairman: John W. Flanigan

Address: 511 16th St., Ste. 600, Denver, CO 80202

Director:

Address:

Director:

Address:

B. OFFICERS

President: Thomas J. Kelly, II

Address: 511 16th St., Ste. 600, Denver, CO 80202

Vice President: John W. Flanigan

Address: 511 16th St., Ste. 600, Denver, CO 80202

Secretary: John W. Flanigan

Address: 511 16th St., Ste. 600, Denver, CO 80202

Treasurer: John W. Flanigan

Address: 511 16th St., Ste. 600, Denver, CO 80202

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. John W. Flanigan, Vice President
(Typed or printed name and capacity of person signing application)

(FLA. 2189)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T-WAY GP, 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-EIGHTH DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

2527048 8300

950170293

AUTHENTICATION: 7589742

DATE: 07-28-95

F95000004017

PAGEL, DAVIS & HILL, P.C.

ATTORNEYS

3150 Two Houston Center
900 Fannin
Houston, Texas 77010

Telephone (713) 951-0160
Telecopier (713) 951-0662

July 29, 1996

Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

800001930460
-07/31/96--01044--008
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing please find Profit Corporation Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business In Florida, along with the Certificate from the State of Delaware, Office of the Secretary of State and Second Amendment to the Certificate of Incorporation of T-Way GP, Inc. Also enclosed please find our firm check in the amount of $35.00 to cover your fees.

Should you have any questions or need anything additional, please feel free to give me a call. Thank you for your assistance in this matter.

Very truly yours,

Mary Parsons Kriger

Mary Parsons Kriger

96 JUL 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

MPK/cjr

Enclosures

cc: Herta Hechinger
Kent J. Pagel

24830726.6LT.CJR

N. HENDRICKS AUG 6 1996

Amend

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. T-Way GP, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. August 21, 1995
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? April 29, 1996

5. Trussway Partners, 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

Richard L Rotto
Signature

7/26/96
Date

Richard L. Rotto
Typed or printed name

President
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 "T-WAY GP, INC.", CHANGING ITS NAME FROM "T-WAY GP, INC." TO "TRUSSWAY PARTNERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8031506

DATE: 07-18-96

2527048 8100

960204910

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/29/1996
960123334 - 2527040

SECOND AMENDMENT TO THE

CERTIFICATE OF INCORPORATION OF

T-WAY GP, INC.

T-Way GP, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), hereby amends its original Certificate of Incorporation which was filed with the Delaware Secretary of State on July 20, 1995, and was subsequently amended on August 9, 1995.

The Corporation's directors and shareholder, in an action by written consent, have duly adopted resolutions proposing and declaring advisable the adoption of the following amendment to the Certificate of Incorporation of the Corporation in accordance with and pursuant to Section 241 of the Delaware General Corporation Law:

IT IS RESOLVED that Article FIRST of the Corporation's Certificate of Incorporation filed with the Delaware Secretary of State be amended to read as follows:

"FIRST: The name of the corporation is TRUSSWAY PARTNERS, INC."

IN WITNESS WHEREOF, T-Way GP, Inc. has caused this amendment to be signed by Richard L. Rotto and Clifton M. Shafer, the President and Secretary of the Corporation, respectively, this 18th day of April, 1996.

T-WAY GP, INC.

By: ______________________
Richard L. Rotto, President

By: ______________________
Clifton M. Shafer, Secretary