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PATRICK M. FLYNN
DAVID E. GUYMON
CARLA J. EHLERS

LYNN GUYMON
23 PUBLIC SQUARE
BELLEVILLE, ILLINOIS 62220
618-233-0480
FAX 618-233-0801

HAROLD BALTZ (1904-1970)
OTIS E. GUYMON (1908-1971)

January 30, 1996

Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

In re: PAR Transportation, Inc.

Gentlemen:

I enclose herewith the following:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate.
2. Certificate of Existence/Good Standing issued by the State of Illinois on January 26, 1996.
3. Transmittal Letter.
4. Our firm check payable to the Florida Department of State in the amount of \$70.00, representing \$35.00 filing fee and \$35.00 Registered Agent Designation Fee.

Please forward to the undersigned confirmation of this corporation's authority to transact business in the State of Florida.

Thank you.

Sincerely yours,

Patrick M. Flynn
Patrick M. Flynn

PMF:ek
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Date: January 30, 1996

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

SUBJECT: PAR Transportation, 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:

Patrick M. Flynn
(Name of Person)

Flynn & Guymon
(Firm/Company)

23 Public Square, Ste. 440
(Address)

Belleville, IL 62220
(City, State and Zip Code)

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

Patrick M. Flynn, Attorney at (618) 233 - 0480
(Name of Person) Area Code & Daytime Telephone Number

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TALLAHASSEE, FLORIDA

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

February 9, 1996

FLYNN & GUYMON
BOATMEN'S BANK BLDG., #440
23 PUBLIC SQ. - PATRICK FLYNN
BELLEVILLE, IL 62220

SUBJECT: PAR TRANSPORTATION, INC.
Ref. Number: W96000002987

We have received your document for PAR TRANSPORTATION, 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:

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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

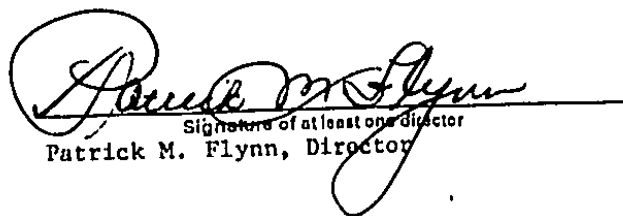
Letter Number: 496A00005745

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Patrick M. Flynn, do hereby certify
that this Resolution of the Board of Directors of PAR Transportation, Inc.,
a corporation duly organized and existing under the laws of the State of Illinois,
was duly adopted on February 21, 1996.

Resolved, that PAR Transportation, Inc., organized
and existing in the State of Illinois, hereby adopts the
name Florida PAR Transportation, Inc. for use in Florida.

Dated: February 21, 1996


Signature of at least one director
Patrick M. Flynn, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. PAR Transportation, 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. Illinois 3. 37-1344823
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 14, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Patrick M. Flynn

23 Public Square, Ste. 440, Belleville, IL 62220

(Current mailing address)

To provide fuel transportation services to manufacturers and shippers, including service
as a contract and common carrier, including warehousing, storage and distribution and in

8. connection therewith to acquire by purchase or otherwise, and to dispose of by sale or
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida),
otherwise any assets and any interest therein necessary to conduct such business.

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation

, Florida ,

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TALLAHASSEE
FLORIDA
(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.

Acceptance of Appointment is attached.

(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.

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

A. DIRECTORS

Director: Daniel Suarez
~~Chairman~~
Address: 2801 N. 43rd St.
Fairmont City, IL 62201
Director: William Cassidy
~~Vice Chairman~~
Address: P. O. Box 67 (N/A)
Hartford, IL 62048
Director: Patrick M. Flynn
Address: 23 Public Square, Ste. 440
Belleville, IL 62220
Director: _____
Address: _____

B. OFFICERS

President: Daniel Suarez
Address: 2801 N. 43rd St.
Fairmont City, IL 62201
Vice President: _____
Address: _____
Secretary: Patrick M. Flynn
Address: 23 Public Square, Ste. 440
Belleville, IL 62220
Treasurer: William Cassidy
Address: P. O. Box 67 (N/A)
Hartford, IL 62048

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TALLAHASSEE, FLORIDA

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

13. Patrick M. Flynn Date: 1/30/96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick M. Flynn, Secretary
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

RE: **PAR TRANSPORTATION, INC. (Illinois Domestic)**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 26, 1996

C T CORPORATION SYSTEM

By *Bonnie L. Harmon*
Bonnie L. Harmon,
Assistant Secretary

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TALLAHASSEE, FLORIDA

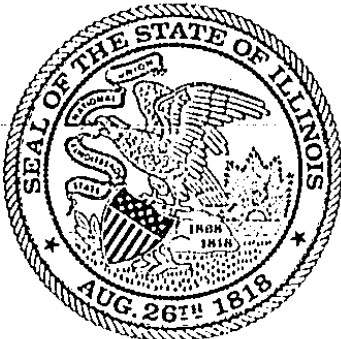
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To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

PAR TRANSPORTATION, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 14, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof,

my hand and cause to be affixed the
the State of Illinois this

day of JANUARY *A.D., 19* 96

George H Ryan
SECRETARY OF STATE

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96 FEB 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA