

Document Number Only

F96000005553

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

600001986186--7
-10/25/96--01063--006
*****70.00 *****70.00

CORPORATION(S) NAME

Ryder Carrier Management Corp.

FILED
55 OCT 25 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**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. Ryder Carrier Management Corp.
(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 defined in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. pending
(FEI number, if applicable)

4. October 9, 1996
(Date of Incorporation)

5. Perpetual
(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 617.156,

7. 3600 N.W. 82nd Avenue, Miami, Florida 33166

(Current mailing address)

8. Carrier management services 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: James M. Herron

Office Address: 3600 N.W. 82nd Avenue

Miami, Florida, 33166
(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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

James M. Herron, Vice President
(Type Name and Title of Officer)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

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

14. H. Judith Chozianin, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Ryder Carrier Management Corp.**

1. James M. Herron
3600 N.W. 82nd Avenue
Miami, Florida 33166
2. Edwin A. Huston
3600 N.W. 82nd Avenue
Miami, Florida 33166
3. James B. Griffin
3600 N.W. 82nd Avenue
Miami, Florida 33166

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TALLAHASSEE, FLORIDA

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Ryder Carrier Management Corp.**

1. M. Anthony Burns, President
3600 N.W. 82nd Avenue
Miami, Florida 33166
2. John F. Brennan, Vice President & Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166
3. James M. Herron, Vice President & Assistant Secretary
3600 N.W. 82nd Avenue
Miami, Florida 33166
4. Joshua High, Vice President & Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166
5. Edwin A. Huston, Vice President
3600 N.W. 82nd Avenue
Miami, Florida 33166
6. Tara Brockway Jackson, Vice President & Assistant Secretary
3600 N.W. 82nd Avenue
Miami, Florida 33166
7. J. Wayne Johnson, Vice President
3600 N.W. 82nd Avenue
Miami, Florida 33166
8. John Kreisler, General Manager
1450 W. Long Lake Road
Troy, Michigan 48098
9. H. Judith Chozianin, Secretary
3600 N.W. 82nd Avenue
Miami, Florida 33166
10. Serge G. Martin, Assistant Secretary
3600 N.W. 82nd Avenue
Miami, Florida 33166
11. Joaquin A. Alonso, Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166
12. Glynis A. Bryan, Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166

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TALLAHASSEE, FLORIDA

Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

13. Lillian Feigonbaum, Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166
14. Gail D. Perron, Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166
15. Jeffrey M. Smith, Assistant Treasurer
1450 W. Long Lake Road
Troy, Michigan 48098
16. W. Daniel Susik, Assistant Treasurer
3600 N.W. 82nd Avenue
Miami, Florida 33166

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TALLAHASSEE, FLORIDA

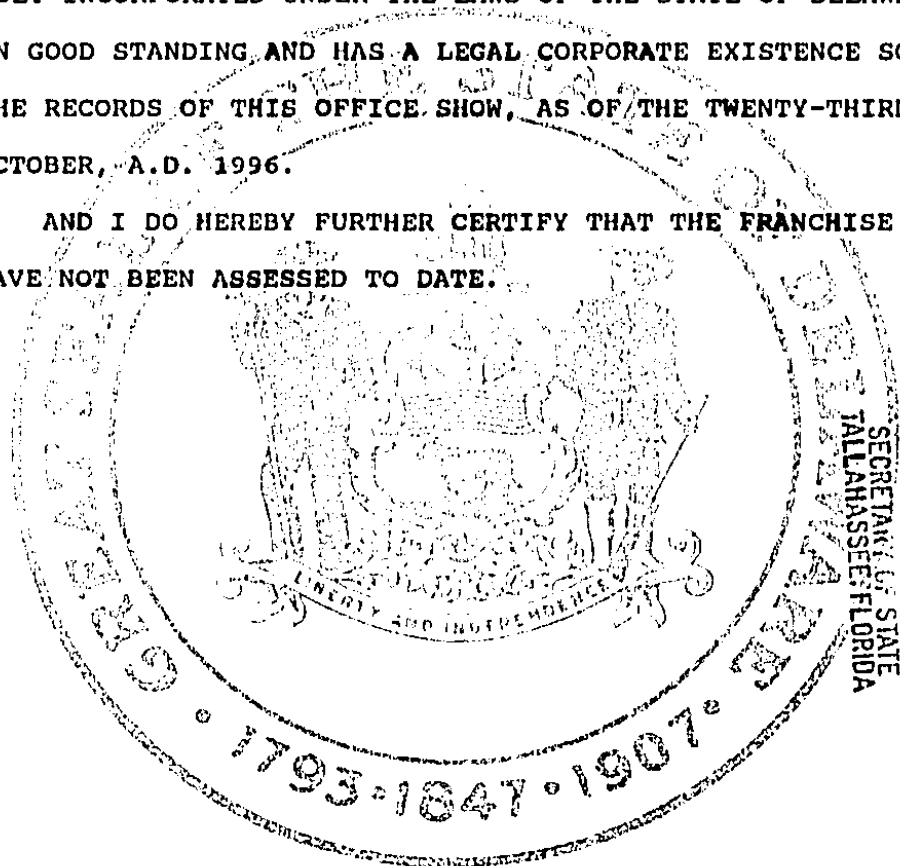
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYDER CARRIER MANAGEMENT CORP." 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-THIRD DAY OF OCTOBER, A.D. 1996.

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



96 OCT 25 PM 2:06

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8158417

10-23-96

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

000002163770--7
-05/02/97--01079--024
*****35.00 *****35.00

CORPORATION(S) NAME

Ryker Capital Management Corp
Change name to
RC Management Corp.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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5/13

O.K.
per
S.P.

Jon
Name
Change
(And adopting d/b/a)

CR2E031 (1-89)

5

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: RYDER CARRIER MANAGEMENT CORP.
Ref. Number: F96000005553

We have received your document for RYDER CARRIER MANAGEMENT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(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 (904) 487-6957.

To: Joy Moon-French
Corporate Specialist

Letter Number: 397A00023298

From: CT 3:00
5-12-97

Thanks,
Melanie

Please back-date
to 5-8-97
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it was sent out

DIVISION OF CORPORATIONS

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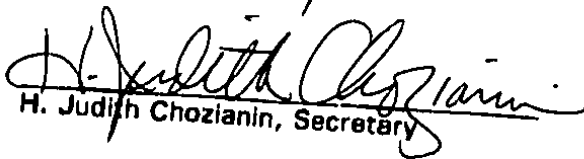
CERTIFIED COPY OF RESOLUTION

**CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF FLORIDA**

I, the undersigned, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the board of directors of RC Management Corp., a corporation duly organized and existing under the laws of the state of Delaware, which resolution was duly adopted at a duly called meeting of the said board, held on April 29, 1997, a quorum being present, and is set forth in the minutes of the said meeting; that I am the keeper of the corporate seal and of the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

"RESOLVED that RC Management Corp., organized and existing in the state of Delaware, hereby adopts the name RCMC, INC. for use in the state of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name of RCMC, INC.; and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name RCMC, INC."

In witness whereof, I have hereunto subscribed my name and affixed the seal of the said corporation, on this the 7TH day of MAY, 1997.


H. Judith Chozianin, Secretary

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

- 1. Ryder Carrier Management Corp.
Name of corporation as it appears within the records of the Department of State.
- 2. Incorporated under laws of: Delaware
- 3. Date authorized to do business in Florida: October 25, 1996

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, 1997
- 5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
RC Management Corp.
- 6. If the amendment changes the period of duration, indicate new period of duration.
No Change
- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Judith Chozianin
* _____
Signature
Name and Title

* 4-22-97
Date

H. Judith Chozianin, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RYDER CARRIER MANAGEMENT CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RC MANAGEMENT CORP.", THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 4:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2671621 8320

971140447

AUTHENTICATION:

8443898

DATE:

04-30-97