

Document Number Only

F99000005029

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002793148--6

-03/03/99--01044--001

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

W99-5224

Trans Force, Inc

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ After 4:30

☒ Pick Up

99 SEP 29 PM 2:13
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

MAR 3 - 1999

99 MAR -3 AM 11:29
DIVISION OF CORPORATIONS

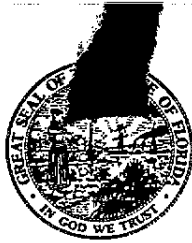
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3/29/99

CORAFORP

Conflict
P99-15302



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 3, 1999

CT CORPORATION SYSTEM

SUBJECT: TRANSFORCE, INC.
Ref. Number: W99000005224

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DIVISION OF CORPORATIONS
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We have received your document for TRANSFORCE, 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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 599A00009747

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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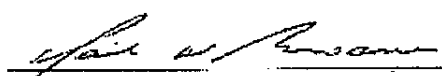
**CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
TRANSFORCE, INC.**

Pursuant to Section 229 of the General Corporation Law of the State of Delaware, the undersigned, being all the directors of TransForce Inc., a Delaware corporation (the "Corporation"), by this writing, do hereby consent to, take and adopt the following resolutions and actions:

"Resolved, that TransForce, Inc., hereby adopts the name U.S. TransForce, Inc. for use for all purposes in Florida, Arizona, and various other states as the officers deem appropriate; 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 aforementioned states under the name of U.S. TransForce, Inc.; and further resolved that the corporation is authorized to carry out all activities and business of the corporation within the aforementioned states under the name U.S. TransForce, Inc."

Executed and acknowledged by the undersigned, being all the directors of the Corporation, on this the 14th day of September, 1999.

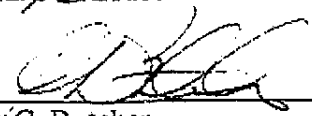
TRANSFORCE, INC.



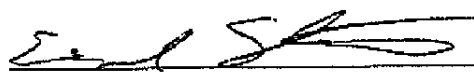
David W. Broome



Richard O. Bruce



John C. Butcher



Edward Stevens



Daniel Raynor

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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. TransForce, 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. 54-1922539

(FEI number, if applicable)

4. December 22, 1998

(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 817.156, F.S.))

7. 5155 Hampton Place, Saginaw, Michigan 48604

(Current mailing address)

8. Employee labor leasing

(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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

MARC A. GILLIS, ASST. SECY

(Type Name and Title of Officer)

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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: David W. Broome

Address: 5510 Cherokee Avenue, Suite 260
Alexandria, Virginia 22312

Vice President: John C. Butcher

Address: 55510 Cherokee Avenue, Suite 260
Alexandria, Virginia 22312

Secretary: Richard O. Bruce

Address: 5155 Hampton Place
Saginaw, Michigan 48604


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Treasurer: Richard O. Bruce

Address: 5155 Hampton Place

Saginaw, Michigan 48604

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 O. Bruce, Treasurer
(Typed or printed name and capacity of person signing application)

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

**Directors of
TransForce, Inc.**

1. Dan Raynor
405 Lexington Ave, 54th Floor
New York, New York 10174
2. Edward Stevens
8300 Goshen View Drive
Gaithersburg, Maryland 20882
3. Richard O. Bruce
5155 Hampton Place
Saginaw, Michigan 48604
4. John C. Butcher
55510 Cherokee Avenue, Suite 260
Alexandria, Virginia 22312
5. David W. Broome
5510 Cherokee Avenue, Suite 260
Alexandria, Virginia 22312

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State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSFORCE, 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-SEVENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2980035 8300

991405177

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9992182

09-27-99