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FREIGHT SINCE '28

Headquarters: 2090 Jonesboro Road, SE • Atlanta, Georgia 30315-6704 • Facsimile 404-635-2364

Margaret M. Morris
Director of Corporate & Legal Administration

Writer's Direct Dial
404-624-5531

March 5, 1997

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-03/10/97--01130--001

****140.00 ****140.00

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Transus Intermodal L.L.C., a Georgia limited liability company

Dear Sir or Madam:

Enclosed herewith are the following:

1. Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company
3. Certificate of Designation of Registered Agent/Registered Office
4. Check in the amount of \$140.00 in payment of the fees to register.
5. Certificate of Existence of Transus Intermodal L.L.C. issued by the Secretary of State Georgia

FILED
97 MAR 10 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

TRANSUS, INC.

Margaret M. Morris

Margaret M. Morris
Director of Corporate & Legal Administration

Name	3/11/97
Availability	dec
Document Examiner	DEC
Notar	DEC
Enclosures	as stated
Signature	DEC
Printer	DEC

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

1. Transus Intermodal L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Georgia 3. 58-2289483
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 24, 1997 5. December 31, 2026
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. March 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2090 Jonesboro Road, SE
Atlanta, Georgia 30315-6704
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Blanton C. Winship</u>	<u>MGR</u>	<u>Transus, Inc.</u>	<u>MGRM</u>
<u>2090 Jonesboro Road, SE</u>		<u>2090 Jonesboro Road, SE</u>	
<u>Atlanta, GA 30315-6704</u>		<u>Atlanta, GA 30315-6704</u>	
<u>James Z. Pressley, Jr.</u>	<u>MGR</u>	_____	_____
<u>2090 Jonesboro Road, SE</u>		_____	
<u>Atlanta, GA 30315-6704</u>		_____	
<u>W. Neely Mallory, III</u>	<u>MGR</u>	_____	_____
<u>4294 Swinnea Road</u>		_____	
<u>Memphis, TN 38118</u>		_____	

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

_____ Transus Intermodal L.L.C. _____ deposes and says:

- 1) the above named limited liability company has at least two members

Transus, Inc.
Mallory Transportation Systems, Inc.

- 2) the total amount of cash contributed by the member(s) is

- 3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

- 4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

- 5) the total amount of cash or property anticipated to be contributed by member(s) is

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\$ 548,475
\$ 7,941,499
\$ 8,489,975

TRANSUS INTERMODAL L.L.C.

BY: TRANSUS, INC. (Member)

By: Margaret M. Morris

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Margaret M. Morris
Secretary

CONTRIBUTIONS OF THE MEMBERS OF
TRANSUS INTERMODAL L.L.C.

Cash	\$	548,476
Acccccounts Receivable		6,376,151
Inventory		8,110
Revenue Equipment		1,054,329
Service Equipment		86,099
Furniture and Fixtures		117,879
Deposits		177,654
Other Prepaids		91,277
Caterpillar Top Pick		<u>30,000</u>
Total	\$	<u>8,489,975</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Transus Intermodal L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Kelly A. Howley

(Signature)

3/5/97

(Date)

Kelly A. Howley, Asst Sec.

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970571207
CONTROL NUMBER : 9706692
DATE INC/AUTH/FILED: 01/24/1997
JURISDICTION : GEORGIA
PRINT DATE : 02/26/1997
FORM NUMBER : 211

MARGIE MORRIS
POB 6944
ATLANTA GA 30315

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

TRANSUS INTERMODAL L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

