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Tallahassee, FL 32301
(850) 681-6528

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-09/01/98--01002--023
****285.00 ****285.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bering Truck Distribution LLC

☐ Walk In

☐ Pick Up Time

☐ Certified Copy

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input checked="" type="checkbox"/> | Foreign LLC |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 19 PM 4 14

Ordered By: _____

Date: _____

BK
10/19/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 31, 1998

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: BERING TRUCK DISTRIBUTION LLC
Ref. Number: W98000019951

RUSH

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corrected/resubmitted
10/19/98

We have received your document for BERING TRUCK DISTRIBUTION LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that there must be a MONEY AMOUNT in Item 5. On your Affidavit, this would perhaps be the same amount -- \$10,000 -- that is listed in Item 4.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 498A00044889

DIVISION OF CORPORATIONS

98 OCT 19 PM 3:02

RECEIVED

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DIVISION OF CORPORATIONS
98 OCT 19 PM 4
SUBMITTED TO
THE STATE OF

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

1. Bering Truck Distribution, LLC
(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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-1882209
(FEI number, if applicable)
4. January 30, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 09/01/98 (proposed)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 900 Success Road
Front Royal, VA 22631
(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)

TITLE:

TITLE:

| Age Group | Percentage (%) |
|-----------|----------------|
| 18-24 | 25 |
| 25-34 | 20 |
| 35-44 | 15 |
| 45-54 | 10 |
| 55-64 | 8 |
| 65-74 | 6 |
| 75-84 | 4 |
| 85+ | 5 |

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| Age Group | Percentage of Respondents |
|-----------|---------------------------|
| 18-29 | 88% |
| 30-49 | 82% |
| 50-69 | 80% |
| 70+ | 85% |
| Total | 85% |

| Age Group | Percentage of Respondents |
|-----------|---------------------------|
| 18-29 | 65 |
| 30-49 | 75 |
| 50-69 | 85 |
| 70+ | 94 |

[illegible]

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

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DIVISION OF CORPORATIONS
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The undersigned member or authorized representative of a member of _____
Bering Truck Distribution, LLC _____ deposes and says:

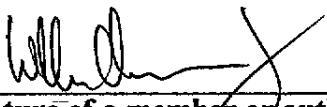
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 10,000.00

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 \$ 10,000.00
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 \$ 10,000.00



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.)

Filing Fee: \$250.00 for Application and Affidavit

Florida Application for Certificate of Authority to Transact Business
of Limited Liability Company
Bering Truck Distribution, LLC

Exhibit A
List of Managers

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| Name: | Title: | Business Address: |
|--------------------------|---------------|---|
| Richard V. Allen | Manager | 900 Success Road, Front Royal, VA 22630 |
| William R. Anderson, Jr. | Manager | 900 Success Road, Front Royal, VA 22630 |
| Buk S. Chang | Manager | 900 Success Road, Front Royal, VA 22630 |
| Maryann N. Keller | Manager | 900 Success Road, Front Royal, VA 22630 |
| Carl D. Gustavson | Manager | 900 Success Road, Front Royal, VA 22630 |
| William S. Pickett | Manager | 900 Success Road, Front Royal, VA 22630 |
| Erik D. Prince | Manager | 900 Success Road, Front Royal, VA 22630 |
| Richard Teerlink | Manager | 900 Success Road, Front Royal, VA 22630 |

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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DIVISION OF CORPORATIONS
98 OCT 19 PM 4:14

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:

Bering Truck Distribution, LLC

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

NationsCorp Registered Agents, Inc.

(Name)

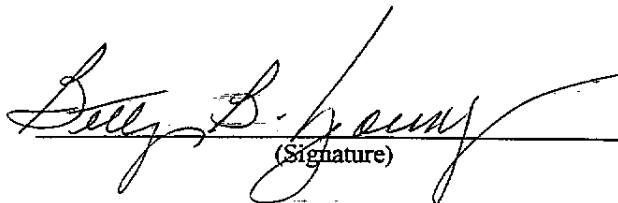
526 E. Park Avenue

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

Tallahassee, FL 32301

(City/State/Zip)

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.


(Signature)

August 31, 1998

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

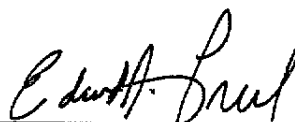
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERING TRUCK DISTRIBUTION, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BERING TRUCK DISTRIBUTION, LLC" WAS FORMED ON THE THIRTIETH DAY OF JANUARY, A.D. 1998.

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

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DIVISION OF CORPORATIONS
98 OCT 19 PM 4: 14




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9272494

DATE: 08-26-98