

MGA0000000018

CT CORPORATION SYSTEM

1675 Broadway
Denver, CO 80202
Tel. 303 629 2500
Fax 303 629 2525

December 21, 1998

CT Corporation System
1311 Executive Center Dr.
Suite 200
Tallahassee, FL 32301

000002724540--6
-12/29/98--01022--007
****250.00 ****250.00
000002724540--6
-12/29/98--01022--008
****35.00 ****35.00

Re: TRANSPORTATION LOGISTICS SERVICES, LLC (UT)
Order #: 1550419

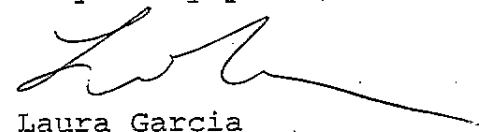
Dear Fulfillment:

We request your assistance in filing a registration for the above named corporation with the Secretary of State by 12/28/98.

As soon as the document is filed, please call me with confirmation of the filing. Evidence of the filing should be forwarded to Eva Jane Marsh, Flying J, Inc., 50 West 990 South, Brigham City, UT 84302 by regular mail.

If you have any questions regarding this filing, please call our toll-free number 1-800-362-1228.

Very truly yours,



Laura Garcia
Customer Specialist

LG/pg

Enclosures (s)

Special Instructions:

Name	MGA
Availability	MGA
Document	MGA
Examiner	MGA
Updater	MGA
Checker	MGA
Verifier	MGA
Acknowledgement	MGA
P. Verifier	MGA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Any communication pertaining to this document should be addressed to:

Eva Jane C. Marsh
FLYING J INC. / Legal Department
50 West 990 South
P.O. Box 678
Brigham City, Utah 84302

Telephone: (435) 734-3727
FAX: (435) 734-6543

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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:

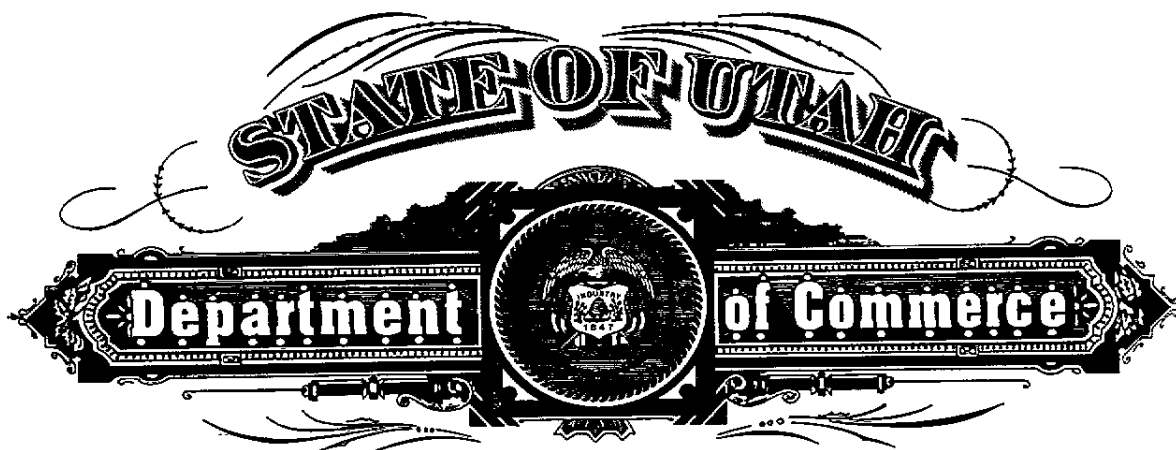
1. TRANSPORTATION LOGISTICS SERVICES, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. UTAH USA 3. 87-0619517
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 14, 1998 5. July 1, 2088
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Pending
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 50 West 990 South
Brigham City, Utah 84302
(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>Steve Kowalkoski</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>4185 South Harrison Blvd</u>		<u></u>	
<u>Suite 301</u>		<u></u>	
<u>Ogden, Utah 84403</u>		<u></u>	
<u>Joe Kelley</u>	<u>MGR</u>	<u></u>	<u></u>
<u>4185 South Harrison Blvd</u>		<u></u>	
<u>Suite 301</u>		<u></u>	
<u>Ogden, Utah 84403</u>		<u></u>	
<u>Neil Vos</u>	<u>MGR</u>	<u></u>	<u></u>
<u>4185 South Harrison Blvd</u>		<u></u>	
<u>Suite 301</u>		<u></u>	
<u>Ogden, Utah 84403</u>		<u></u>	

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)



CERTIFICATION OF EXISTENCE AND GOOD STANDING STATUS

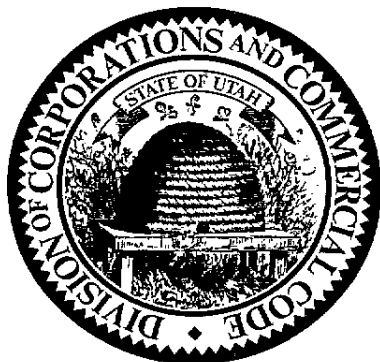
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

TRANSPORTATION LOGISTICS SERVICES, LLC

is a Utah limited liability company qualified to transact business in the State of Utah. Its most recent annual report required by Utah Code Annotated Section 48-2b-120 has been filed with the division and Articles of Dissolution have not been filed. The Utah limited liability company was duly organized in Utah pursuant to Utah Code Annotated Section 48-2b-117 on *OCTOBER 14, 1998* and is currently in good standing, as appears in the records of the Division.

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *LC 029647*



Dated this 10TH day
of December, 19 98.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code

**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: _____
TRANSPORTATION LOGISTICS SERVICES, LLC

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

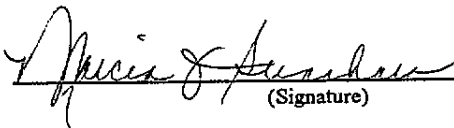
_____ C T CORPORATION SYSTEM _____
(Name)

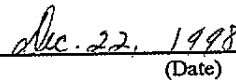
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM


(Signature)


(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____
TRANSPORTATION LOGISTICS SERVICES, LLC certifies: _____

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

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

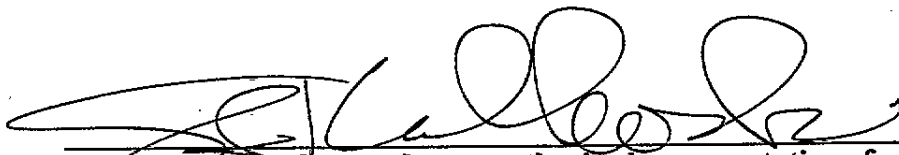
\$ 1,000.00;

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.)
and

\$ 0;

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

\$ 1,000.00



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.)

Steve Kowalkoski / Member-manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit