P08711

Florida Department of State

Division of Corporations
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REGISTERED AGENT CHANGE

RUAN LEASING COMPANY

Certificate of Status	0
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8/19/04

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Iowa *in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation: Ruan Leasing Company
2. The principal office address: 666 Grand Ave., Des Moines, IA, 50309-2502
3. The mailing address (if different):
4. Date of incorporation/qualification: 01/15/1986 Document number: P08711
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

   The Prentice Hall Corporation System, Inc.
   1201 Hays Street
   Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

   C T Corporation System
   c/o C T Corporation System
   (P.O. Box or personal mailbox NOT acceptable)
   1200 South Pine Island Road, Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Erin McBrearty, Secretary

(Signature of an officer, chairman or vice chairman of the board) (Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

C T Corporation System

By: ________ 8/13/04

(Signature of Registered Agent) (Date)

If signing on behalf of an entity: James M. Halpin

Assistant Secretary

(Typed or Printed Name) (Capacity)

*** * * FILING FEE: $35.00 * * ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE, FLORIDA

FL006 - 10/14/03 C T System Online

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Marci Tooman, Assistant General Counsel, of Ruan Transportation Management Systems, Inc. incorporated under the Iowa, and of the subsidiary entities shown on the list appended hereto does hereby appoint James Halpin and Erin McBrearty as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, James Halpin shall exercise the power of President and Erin McBrearty shall exercise the power of Secretary.

This Power of Attorney expires when revoked by October 1, 2004

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 12 day of August, 2004.

RTMS

Company Name:

Subscribed and sworn to before me this 12th day of August 2004

J.L. GILLUM
COMMISSION NO. 2287
MY COMMISSION EXPIRES
1-18-2005

IOWA