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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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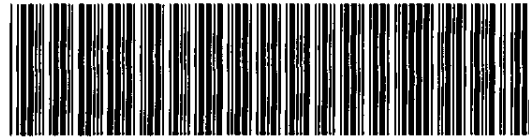
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 NOV -3 AM 10:20

N. Culligan NOV - 5 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Chemical Leaman Corporation

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Janey Henderson

Contact Person

Quality Distribution, Inc.

Firm/Company

4041 Park Oaks Boulevard

Address

Tampa, FL 33610

City, State and Zip Code

jhenderson@qualitydistribution.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janey Henderson

Name of Contact Person

at (813)

569-7382
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION:

10 NOV -3 AM 10: 20

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Chemical Leaman Corporation

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Pennsylvania
(Enter state, or if a non-U.S. entity, the name of the country)

on 3/02/1977
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Chemical Leaman Corporation

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 29 day of OCTOBER, 2010.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: S Attwood

Printed Name: STEPHEN ATTWOOD Title: PRESIDENT & C.O.O.

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Gary R. Enzor
Printed Name: Gary R. Enzor Title: CEO

Signature: S Attwood
Printed Name: Stephen R. Attwood Title: President & COO

Signature: Jonathan C. Gold
Printed Name: Jonathan C. Gold Title: SVP & General Counsel

Signature: Joseph J. Troy
Printed Name: Joseph J. Troy Title: EVP & CFO

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$ 8.75 (Optional)
Certificate of Status:	\$ 8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Chemical Leaman Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLE II PRINCIPAL OFFICE

Principal street address
4041 Park Oaks Blvd - Suite 200
Tampa, FL 33610

Mailing address, if different is: **10 NOV -3 AM 10: 20**

Same

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

For the purpose of engaging in any lawful activity for which corporations may be formed under the Florida Business Corporation Law.

ARTICLE IV SHARES

The number of shares of stock is: 130

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Gary R. Enzor, CEO
Address: 4041 Park Oaks Blvd. - Suite 200
Tampa, FL 33610

Name and Title: Jonathan C. Gold, SVP, General
Address: Counsel & Corporate Secretary
4041 Park Oaks Blvd-Suite 200
Tampa, FL 33610

Name and Title: Stephen R. Attwood - President
Address: and COO
4041 Park Oaks Blvd -Suite 200
Tampa, FL 33610

Name and Title: Joseph J. Troy- Executive VP
Address: and Chief Financial Officer
4041 Park Oaks Blvd, Suite 200
Tampa, FL 33610

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Janey Henderson
Address: 4041 Park Oaks Blvd - Suite 200
Tampa, FL 33610

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Ucker Sloan Asst Secretary
Required Signature/Registered Agent

10-11-10
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Janey Henderson
Required Signature/Incorporator

10-14-2010
Date