
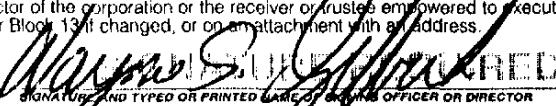


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P14477 (4)					
1. Corporation Name LEASEWAY DEDICATED LOGISTICS, INC.					
Principal Place of Business RT. 10 GREEN HILLS READING PA 19807			Mailing Address RT. 10 GREEN HILLS READING PA 19806-9810		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/15/1987	
21 Suite, Apt. #, etc.		26 RT 10 GREEN HILLS		3a. Date of Last Report 05/01/1996	
22 City & State		27 PO BOX 1321		4. FEI Number 95-3153638	
23 Zip		28 READING PA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24 Country		29 19603-1321		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25		30		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent			10. Name and Address of New Registered Agent		
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324			81 Name		
			82 Street Address (P.O. Box Number is Not Acceptable)		
			83		
			84 City		
			85 Zip Code		
			FL		
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					
SIGNATURE					
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					
14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.					
SIGNATURE: 					
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					

CR2E034 (9/96)

FKA LEASEWAY DEDICATED LOGISTICS, INC.
PENSKE LOGISTICS, INC.

DIRECTORS:

BRIAN HARD	RT 10, GREEN HILLS READING, PA 19607
FRANK COCUZZA	RT 10, GREEN HILLS READING, PA 19607
FRANK MILETO	RT 10, GREEN HILLS READING, PA 19607

<u>OFFICERS:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
BRIAN HARD	Chairman of the Board	RT 10 GREEN HILLS READING, PA 19607
FRANK MILETO	President	RT 10 GREEN HILLS READING, PA 19607
DAVID R. AUBLE	Senior Vice President	RT 10 GREEN HILLS READING, PA 19607
GREGORY A. HUMES	Senior Vice President	30800 TELEGRAPH RD. BIRMINGHAM, MI 48025
ROBERT D. DEY	Senior Vice President	451 W. LAMBERT SUITE 212 BREA, CA 92621
PETER E. SMITH	Senior Vice President - Technology	3401 ENTERPRISE PKW CLEVELAND, OH 44122
FRANK COCUZZA	Senior Vice President- Finance	RT 10 GREEN HILLS READING, PA 19607
WAYNE S. ANGELBECK	Vice President & Treasurer	RT 10 GREEN HILLS READING, PA 19607

FKA LEASEWAY DEDICATED LOGISTICS, INC.
PENSKE LOGISTICS, INC.

ANDREAS AVTJOGLOU	Vice President& Controller	RT 10 GREEN HILLS READING, PA 19607
JOHN P. McFADDEN	Vice President & Asst. Controller	3401 ENTERPRISE PKW CLEVELAND, OH 44122
MARC E. ALTHEN	Vice President - Environmental Serv.	RT 10 GREEN HILLS READING, PA 19607
CARLOS QUESTELL	Vice President - Real Estate	RT 10 GREEN HILLS READING, PA 19607
DONALD J. PROCTOR	Vice President - Human Resources	RT 10 GREEN HILLS READING, PA 19607
PAUL F. OTT	Vice President - Financial Admin	RT 10 GREEN HILLS READING, PA 19607
PAUL B. PENATZER	Vice President - Quality & Safety	RT 10 GREEN HILLS READING, PA 19607
MICHAEL A. DUFF	Secretary	RT 10 GREEN HILLS READING, PA 19607
DAVID J. BATTISTI	Assistant Secretary	RT 10 GREEN HILLS READING, PA 19607