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Sunstate Research

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pacer International, Inc

(Corporation Name)

(Document #)

2. Amen

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

~~Amendment~~

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/  
QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

RECEIVED  
99 NOV - 1 AM 11:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PACER INTERNATIONAL, INC.**

99 NOV -1 PM 3:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

1. Name. The name of the corporation is PACER INTERNATIONAL, INC.
2. Amendment. The Board of Directors and the Shareholders of the Corporation have adopted the following amendment to the Articles of Incorporation of this Corporation, in order to increase the number of shares of stock the Corporation is authorized to issue from Two Hundred Fifty Thousand (250,000) shares of common stock, \$.10 par value, to Three Million (3,000,000) shares of common stock, \$.01 par value, consisting of Two Million Five Hundred Thousand (2,500,000) shares of voting Class A Common Stock, \$.01 par value and Five Hundred Thousand (500,000) shares of non-voting Class B Common Stock, \$.01 par value, so that said Article 4 shall read in its entirety as follows:

**“ARTICLE 4  
CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Three Million (3,000,000) shares, \$.01 par value, consisting of Two Million Five Hundred Thousand (2,500,000) shares of voting Class A Common Stock, \$.01 par value, and Five Hundred Thousand (500,000) shares of non-voting Class B Common Stock, \$.01 par value. Each class of shares shall be identical in all respects, except that the non-voting Class B Common Stock shall carry no right to vote for the election of the directors of the corporation, and no right to vote on any matter presented to the stockholders for their vote or approval except only to the extent that the laws of the State of Florida require that voting rights be granted to such non-voting shares.”

3. Conversion of Shares. Each of the 250,000 shares of common stock, \$.10 par value, issued and outstanding as of the date of this amendment shall be converted into ten shares of voting Class A Common Stock, \$.01 par value.

4. Date of Adoption of Amendment. The date of the amendment's adoption was October 27, 1999.

5. Adoption of Amendment. The amendment was adopted by majority vote of the Board of Directors at a meeting duly held and was thereafter approved by the shareholders of the corporation. The number of votes cast for the amendment was sufficient for approval.

Signed this 29th day of October, 1999.

PACER INTERNATIONAL, INC.

By: Marc J. Odobina  
Name: Marc J. Odobina  
Title: Secretary