

34601

Filing fee: \$75.00

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

Ryder Dedicated Logistics, Inc.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on May 24, 1985, authorizing it to transact business in Rhode Island under the name of Ryder Dedicated Logistics, Inc.

SECOND: The corporate name of the corporation has changed to RYDER INTEGRATED LOGISTICS, INC.

[ If no change, so indicate ]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[ If no other or additional purposes are proposed, insert "No change." ]

No Change

FILED

AUG 5 1996

By [Signature] 165679

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (If increase of authorized capital stock, state:)

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value

- (A) An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 6,009,868.13
(B) An estimate of the value of its property to be located within Rhode Island during such year is \$
(C) An estimate of the gross amount of business to be transacted by it during such year is \$ 23,533,059
(D) An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,306,371

Dated 8/01, 1996

Ryder Integrated Logistics, Inc.

By Tara Brockway Jackson  
Tara Brockway Jackson  
Its Vice President  
and Judith Chozianin  
Judith Chozianin  
Its Secretary

STATE OF Florida } SC.  
COUNTY OF Dade

At Miami in said County on the 1st day  
of August 1996, before me personally appeared

H. Judith Chozianin, who being by me first duly sworn, declared that he is the  
Secretary of Ryder Integrated Logistics, Inc.,

that he signed the foregoing document as such secretary  
of the corporation, and that the statements therein contained are true

Beverly Bayne  
Notary Public  
Beverly Bayne

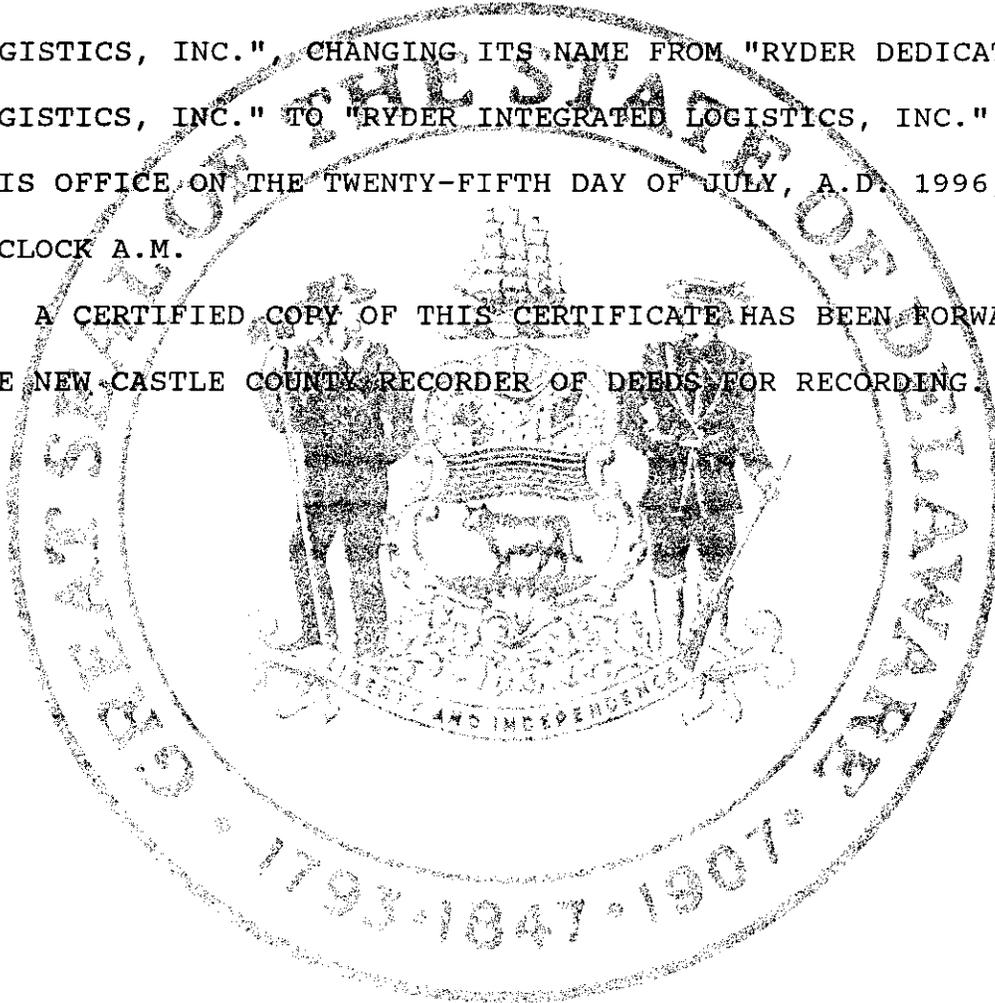
(NOTARIAL SEAL)



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RYDER DEDICATED LOGISTICS, INC.", CHANGING ITS NAME FROM "RYDER DEDICATED LOGISTICS, INC." TO "RYDER INTEGRATED LOGISTICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 1996, AT 10:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING



*Edward J. Freel*

Edward J. Freel, Secretary of State

0796557 8100

AUTHENTICATION:

8041387

960216867

DATE:

07-25-96

**CERTIFICATE OF AMENDMENT**

**OF**

**RESTATED CERTIFICATE OF INCORPORATION**

Ryder Dedicated Logistics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

**RESOLVED,** That the Restated Certificate of Incorporation of Ryder Dedicated Logistics, Inc. be amended by changing Article Numbered "FIRST" thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is:

**RYDER INTEGRATED LOGISTICS, INC."**

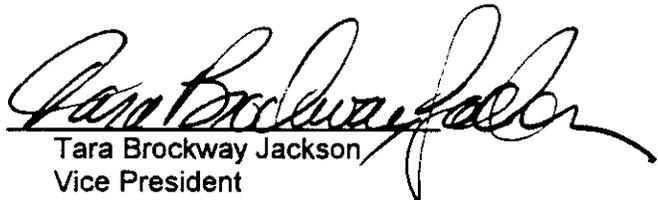
**SECOND:** That the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** This Certificate of Amendment of Restated Certificate of Incorporation shall be effective August 1, 1996.

IN WITNESS WHEREOF, said Ryder Dedicated Logistics, Inc. has caused this Certificate to be signed by Tara Brockway Jackson, its Vice President, this 22nd day of July, 1996.

Ryder Dedicated Logistics, Inc.

By:   
Tara Brockway Jackson  
Vice President