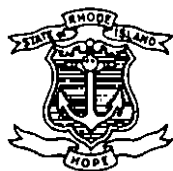


Filing Fee: \$100.00

ID Number: 145808



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**LIMITED PARTNERSHIP**

**APPLICATION FOR CERTIFICATE OF REGISTRATION**  
(To Be Filed In Duplicate Original)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIVISION  
05 FEB 15 AM 11:33

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Transplace Texas, L.P.  
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Texas  
and the date of its formation is July 30, 2001

3. The general character of the business it proposes to transact in Rhode Island is:

Third party transportation logistics

4. The name and address of the agent for service of process is C T CORPORATION SYSTEM  
(Name of Agent)

10 Weybosset Street Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

5800 Granite Parkway, Suite 1000, Plano, Texas 75024

FILED  
FEB 15 2005

3v - Am 57287

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
<u>Transplace GP, LLC</u>	<u>5800 Granite Parkway, Suite 1000, Plano, Texas 75024</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

5800 Granite Parkway, Suite 1000, Plano, Texas 75024

9. A mailing address for the foreign limited partnership is 5800 Granite Parkway, Suite 1000, Plano, Texas 75024

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: February 4, 2005

Transplace Texas, L.P.

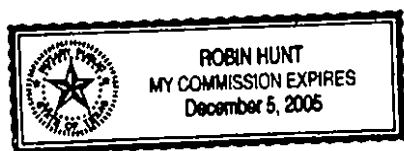
Print Exact Name of Limited Partnership Making Application

By

Ellis L. McKinley, Jr.  
General Partner

STATE OF Texas  
COUNTY OF Collin

In Plano, Texas, on this 4th day of February, 2005, personally appeared before me Ellis L. McKinley, Jr. who, being by me first duly sworn, declared that he/she is a general partner of Transplace GP, LLC, that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.



Robin Hunt  
Notary Public  
My Commission Expires: 12/5/2005