

Filing Fee \$150.00

ID Number: 107723

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is DEAN TRANSPORTATION COMPANY, INC.

(This is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended)(strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
To carry on a general transportation business, transporting cargo of all nature and description, both intrastate and interstate; to buy, rent or otherwise acquire, hold, lease, sell, or otherwise dispose of, and deal in, at wholesale and retail, goods, wares and merchandise, of every class and description necessary or incident to the carrying on of a general transportation business; to purchase, lease or otherwise acquire and lease, sell or otherwise dispose of any and all real estate, buildings, machinery, equipment, vehicles or other personal property which may be necessary or useful in connection with the operation of the above-described business; and for any other lawful purposes for which a corporation may be formed under the Rhode Island General Laws (1956), as amended.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) If only one class: Total number of shares 1,200 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

Common stock, No par value

or

(b) If more than one class: Total number of shares State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended
See Exhibit A attached hereto and made a part hereof.

FILED
AUG 5 1999
BY [Signature]
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See Exhibit B attached hereto and made a part hereof.

7. The address of the initial registered office of the corporation is 180 South Main Street

(Street)

Providence, RI 02903

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

Brian J. Spero, Esq.

8. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of the shareholders or until their successors be elected and qualify.)

| Title | Name | Address |
|-------------|--------------------|---------------------------------------------------------|
| <u>Dir.</u> | <u>John Dean</u> | <u>One John Dean Memorial Boulevard, Cumberland, RI</u> |
| <u>Dir.</u> | <u>Glenn Scott</u> | <u>One John Dean Memorial Boulevard, Cumberland, RI</u> |
| | | |
| | | |

9. The name and address of each incorporator is:

Name

Address

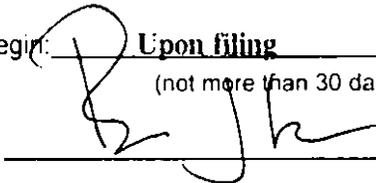
Brian J. Spero

180 South Main Street, Providence, RI

10. Date when corporate existence to begin: Upon filing

(not more than 30 days after filing of these articles of incorporation)

Dated August 5, 1999



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 5 day of August, 19 99, personally appeared before me Brian J. Spero, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Christopher Cassara
Notary Public
My Commission Expires: 3/3/2003

EXHIBIT A

The shareholders of the corporation shall be entitled to a pre-emptive right, for a period of thirty (30) days following the notice referred to below, to subscribe for, purchase or otherwise acquire, in the proportions which their holdings of the shares of common stock of the corporation bear to all of the issued and outstanding shares of common stock of the corporation, (i) any shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation which the corporation proposes to issue, or (ii) any rights or options which the corporation proposes to grant (a) for the purchase of shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, or (b) for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The pre-emptive right granted herein shall be deemed waived by any shareholder who does not so exercise it and pay for shares, rights, options, bonds, securities or obligations within thirty (30) days after receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of such thirty (30) day period, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions regarding pre-emptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act.

EXHIBIT B

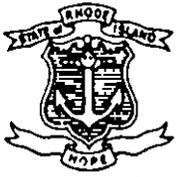
1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of all the shareholders entitled to vote thereon.

3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The stock of the corporation is subject to transfer restrictions contained in its bylaws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.

5. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

July 16, 2002

DEAN TRANSPORTATION COMPANY, INC.
c/o BRIAN J. SPERO, ESQ.
180 SOUTH MAIN STREET
PROVIDENCE, RI 02903

RE: Corporation ID # 107723
DEAN TRANSPORTATION COMPANY, INC.

Dear Sir or Madam:

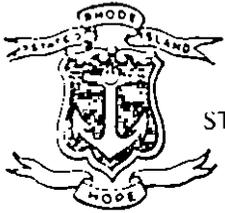
The Corporations Division of the Office of the Secretary of State has yet to receive your Annual Report for the year 2002.

Pursuant to the provisions set forth in Section(s), 7-6-56, 7-6-85, 7-1.1-87, and 7-1.1-114 of the General Laws of the State of Rhode Island, the Certificate of Incorporation/Authority of the above named entity will be revoked after 60 days from the date of this notice for failure to file the report.

Please file your 2002 Annual Report with the Corporations Division within the next sixty days so that your authority to conduct business will remain intact. If you have any questions, or if we can be of any assistance, please do not hesitate to call the Corporations Division at (401) 222-3040.

Sincerely,

Edward S. Inman, III
Secretary of State



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 18, 2001

TO WHOM IT MAY CONCERN:

RE: DEAN TRANSPORTATION COMPANY, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

REINSTATEMENT OF REVOKED CORPORATE CHARTER

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

RECEIVED
DIVISION OF TAXATION
DEC 21 3 15 PM '01

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State

11/14/2001

DEAN TRANSPORTATION COMPANY, INC.
c/o BRIAN J. SPERO, ESQ.
180 SOUTH MAIN STREET
PROVIDENCE, RI 02903

ID #107723

CERTIFICATE OF REVOCATION OF
CERTIFICATE OF INCORPORATION/AUTHORITY

OF

DEAN TRANSPORTATION COMPANY, INC.

The undersigned, as Secretary of State of the State of Rhode Island, and by virtue of the authority vested in him by § 7-6-56, 7-6-85, 7-1.1-87, 7-1.1-114, 7-16-41, of the Rhode Island General Laws, hereby revokes the Certificate of Incorporation/Authority of the above-named entity to transact business in this state.

Witness my hand and the seal of the State
of Rhode Island this 14th day of
November, 2001.



Secretary of State

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street Providence, Rhode Island 02903-1335
Telephone (401) 222-3040

September 6, 2001

DEAN TRANSPORTATION COMPANY, INC.
c/o BRIAN J. SPERO, ESQ.
180 SOUTH MAIN STREET
PROVIDENCE, RI 02903

RE: Corporation ID # 107723
DEAN TRANSPORTATION COMPANY, INC.

Dear Sir or Madame:

The Corporations Division of the Office of the Secretary of State has yet to receive your Annual Report for the year 2001.

Pursuant to the provisions set forth in Section(s), 7-6-56, 7-6-85, 7-1.1-87, and 7-1.1-114 of the General Laws of the State of Rhode Island, the Certificate of Incorporation/Authority of the above named entity will be revoked after 60 days from the date of this notice for failure to file the report.

Please file your 2001 Annual Report with the Corporations Division within the next sixty days so that your authority to conduct business will remain intact. If you have any questions, or if we can be of any assistance, please do not hesitate to call the Corporations Division at (401) 222-3040.

Sincerely,

Edward S. Inman, III
Secretary of State