

Filing Fee: \$20.00

ID Number: 103645



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 LIABILITY COMPANY

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

05 JAN 14 AM 10:34

1. The name of the limited liability company is:

55 DELTA DRIVE, LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

317 Hope Street, Providence, RI 02906

3. The NEW address of the resident agent is:

222 Jefferson Boulevard, Suite 200, Warwick, RI 02889

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

Stanley A. Blecker

5. The name of the NEW resident agent is:

Corporation Service Company

6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement

Under penalty of perjury, I declare that the information contained herein is true and correct

Date January 6, 2005

55 DELTA DRIVE, LLC

Print Name of Limited Liability Company

Maureen Cullen

Signature of Authorized Person

Maureen Cullen

FILED

JAN 14 2005

By M 54794

MS

STATE OF NEW JERSEY
COUNTY OF UNION

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Craig Eisenberg, the Vice President and Chief Financial Officer of New England Motor Freight, Inc. ("the Company"), a corporation established under the laws of New Jersey, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis Giaccardo and Maureen Cullen attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Craig Eisenberg, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this ___ day of _____, 2004.

NEW ENGLAND MOTOR FREIGHT, INC.

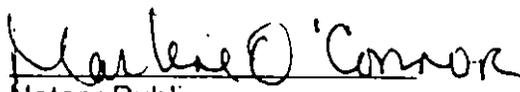
BY:



Craig Eisenberg
Vice President and Chief Financial Officer

Subscribed and sworn to before me this 10 day of November, 2004.

FILED
JAN 14 2005
By OMA



Notary Public

MARLENE O'CONNOR
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES OCT. 10, 2008

345 WALCOTT STREET, LLC

55 DELTA DRIVE, LLC

CARRIER INDUSTRIES, INC.

CONCORD TERMINAL. L.L.C.

EASTERN FREIGHT WAYS, INC.

FAIR TERMINAL CORP.

NEW ENGLAND MOTOR FREIGHT, INC.

FILED

JAN 14 2005

By OMA