

Filing Fee: \$20.00

ID Number: 56544



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is Ruan Transport Corporation
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 222 Jefferson Boulevard, Suite 200
3. The address of the NEW registered office is: 10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Prentice Hall Corp System
5. The name of the NEW registered agent is: C T Corporation System
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: 02/16/2005

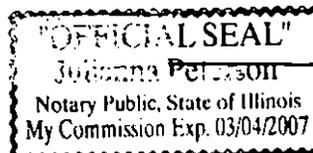
Ruan Transport Corporation
Print Corporate Name

By [Signature]
Its President [ ] or Its Vice President [X]
James Halpin

STATE OF Illinois
COUNTY OF Cook

In Illinois, on this 16 day of February, 2005, personally appeared before me James Halpin who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires.



FILED
FEB 23 2005
By [Signature]

**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT** Marci Tooman, Assistant General Counsel, of Runn Transportation Management Systems, Inc. incorporated under the Iowa, and of the subsidiary entities shown on the list appended hereto does hereby appoint James Halpin and Erin McBrearty as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants us attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set herein, James Halpin shall exercise the power of President and Erin McBrearty shall exercise the power of Secretary.

This Power of Attorney expires when revoked by December 1, 2005.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 10<sup>th</sup> Day of Feb, 2005



Runn Transport Corporation  
Company Name

Subscribed and sworn to before me this 10<sup>th</sup> day of Feb, 2005

