

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. #

89792

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

CON-WAY TRANSPORTATION SERVICES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Con-Way Transportation Services, Inc.

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

CTS Transportation Services

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of DELAWARE

FOURTH: The date of its incorporation is 2/25/83 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 2882 Sand Hill Road, Ste. 210, Menlo Park, CA 94025

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

By: Karen Davis
Assistant Vice President

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

MOTOR FREIGHT TRANSPORTATION

FILED

MAY 24 1996

By JOHNS
162156

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION

EIGHTH: The names and respective addresses of its directors and officers are

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
SEE ATTACHED LISTINGS.		
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	COMMON		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	COMMON		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 00.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 00.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 400,000.00

FOURTEENTH: 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 \$ 00.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

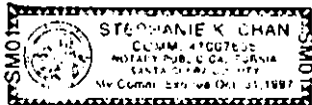
Dated 5-1, 19 96

CON-WAY TRANSPORTATION SERVICES, INC.
(Exact Corporate Name of Corporation Making Application)

By Scott J. Engers
SCOTT J. ENGERS
Its Vice President
and Maryla R. Boonstopfel
MARYLA R. BOONSTOPFEL
Its Secretary

STATE OF CALIFORNIA }
COUNTY OF SANTA CLARA } Sc.

At Palo Alto in said County on the 1st day
of May 1996, before me personally appeared
Scott Engers, who being by me first duly sworn, declared that
he is the Vice president of Con-Way Transportation Services, Inc.
that he signed the foregoing document as such Vice president of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Stephanie K. Chan
Notary Public

CALIFORNIA CERTIFICATE OF ACKNOWLEDGEMENT

NO. 6013

State of California

County of Santa Clara } SS.

On May 1996 before me, Stephanie Chan, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"
 personally appeared Marilyn R. Boonstoppel
NAME(S) OF SIGNER(S)

☒ personally known to me - **OR** - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Stephanie K. Chan
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER
Secretary
TITLE(S)
☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Application for Cert. of Authority
TITLE OR TYPE OF DOCUMENT

3
NUMBER OF PAGES

May 1996
DATE OF DOCUMENT

SIGNER IS REPRESENTING:

Con-Way Transportation Services, Inc.
NAME OF PERSON(S) OR ENTITY(IES)
Scott J. Engers
SIGNER(S) OTHER THAN NAMED ABOVE

09/29/94

Directors and Officers
Con-Way Transportation Services, Inc.

DIRECTORS:

Scott J. Engers	Director
Home : 18760 Pendergast Avenue	
Address : Cupertino, CA 95014	
Carlos G. Fallas	Director
Home : 1522 Julie Lane	
Address : Los Altos, CA 94022	
R. Rock Magnan	Director
Home : 106 Worcester Loop	
Address : Los Gatos, CA 95030	
Donald E. Moffitt	Director
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Gregory L. Quesnel	Director
Home : P.O. Box 555	
Address : Saratoga, CA 95071	
Robert T. Robertson	Director
Home : 13131 Delson Court	
Address : Los Altos Hills, CA 94022	
Kevin C. Schick	Director
Home : 18612 Aspesi Drive	
Address : Saratoga, CA 94025	
Eberhard G.H. Schmoller	Director
Home : 409 Claremont Way	
Address : Menlo Park, CA 94025	

OFFICERS:

Donald E. Moffitt	Chairman of the Board
Home : 97 Mt. Vernon Lane	
Address : Atherton, CA 94027	
Robert T. Robertson	President and Chief Executive Officer
Home : 13131 Delson Court	
Address : Los Altos Hills, CA 94022	
Carlos G. Fallas	Executive Vice President - Sales & Marketing
Home : 1522 Julie Lane	
Address : Los Altos, CA 94022	
Scott J. Engers	Vice President, Corporate Counsel and Assistant Secretary
Home : 18760 Pendergast Avenue	
Address : Cupertino, CA 95014	
James P. Gray	Vice President - National Sales
Home : 3305 Willow Creek	
Address : Bedford, TX 76021	
R. Rock Magnan	Vice President - Operations
Home : 106 Worcester Loop	
Address : Los Gatos, CA 95030	
David S. McClimon	Vice President - National Sales
Home : 463 DuPahze	
Address : Naperville, IL 60565	
Kevin C. Schick	Vice President, Controller and Treasurer
Home : 18612 Aspesi Drive	
Address : Saratoga, CA 94025	
Maryla R. Boonstoppel	Secretary
Home : 312 Canyon Drive	
Address : Portola Valley, CA 94028	
Ronald L. Axon	Assistant Secretary
Home : 14350 Meadow Grass Street	
Address : Lake Oswego, OR 97034	
Eberhard G.H. Schmoller	Assistant Secretary
Home : 409 Claremont Way	
Address : Menlo Park, CA 94025	
Gary D. Taliaferro	Assistant Secretary
Home : 13485 S.W. Streamside Drive	
Address : Lake Oswego, OR 97035	

David F. Morrison Assistant Treasurer
Home : 350 Sharon Park Drive, Apt. P2
Address : Menlo Park, CA 94025

Howard A. Young Assistant Treasurer
Home : 134 Newton Drive
Address : Burlingame, CA 94010

09/29/94

Directors and Officers
Con-Way Transportation Services, Inc.

DIRECTORS:

Scott J. Engers Director
SSN : 545-92-6301
Primary : 2882 Sand Hill Road, #210
Address : Menlo Park, CA 94025

Carlos G. Fallas Director
SSN : 554-72-3818
Primary : 2882 Sand Hill Road, #210
Address : Menlo Park, CA 94025

R. Rock Magnan Director
SSN : 325-48-3587
Primary : 2882 Sand Hill Road, #210
Address : Menlo Park, CA 94025

Donald E. Moffitt Director
SSN : 304-30-0862
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

Gregory L. Quesnel Director
SSN : 544-44-9555
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

Robert T. Robertson Director
SSN : 153-30-9376
Primary : 2882 Sand Hill Road, #210
Address : Menlo Park, CA 94025

Kevin C. Schick Director
SSN : 357-46-1700
Primary : 2882 Sand Hill Road, #210
Address : Menlo Park, CA 94025

Eberhard G.H. Schmoller Director
SSN : 567-58-0007
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

OFFICERS:

Donald E. Moffitt	Chairman of the Board
SSN : 304-30-0862	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Robert T. Robertson	President and Chief Executive Officer
SSN : 153-30-9376	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Carlos G. Fallas	Executive Vice President - Sales & Marketing
SSN : 554-72-3818	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Scott J. Engers	Vice President, Corporate Counsel and Assistant Secretary
SSN : 545-92-6301	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
James P. Gray	Vice President - National Sales
SSN : 453-82-4853	
Primary : 2322 Gravel Drive	
Address : Fort Worth, TX 76118	
R. Rock Magnan	Vice President - Operations
SSN : 325-48-3587	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
David S. McClimon	Vice President - National Sales
SSN : 283-48-2735	
Primary : 7101 South Cicero	
Address : Chicago, IL 60629	
Kevin C. Schick	Vice President, Controller and Treasurer
SSN : 357-46-1700	
Primary : 2882 Sand Hill Road, #210	
Address : Menlo Park, CA 94025	
Maryla R. Boonstoppel	Secretary
SSN : 541-52-2479	
Primary : 3240 Hillview Avenue	
Address : Palo Alto, CA 94304	
Ronald L. Axon	Assistant Secretary
SSN : 499-46-0658	
Primary : 1710 NW 21st Street	
Address : Portland, OR 97209	

Eberhard G.H. Schmoller
SSN : 567-58-0007
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

Assistant Secretary

Gary D. Taliaferro
SSN : 444-44-3198
Primary : 1717 N.W. 21st Avenue
Address : Portland, OR 97209-1797

Assistant Secretary

David F. Morrison
SSN : 560-88-8086
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

Assistant Treasurer

Howard A. Young
SSN : 570-58-6208
Primary : 3240 Hillview Avenue
Address : Palo Alto, CA 94304

Assistant Treasurer

State of Delaware
Office of the Secretary of State

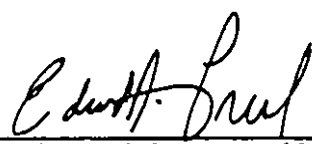
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"CON-WAY CENTRAL EXPRESS, INC.", A DELAWARE CORPORATION,
"CON-WAY SOUTHERN EXPRESS, INC.", A DELAWARE CORPORATION,
"CON-WAY SOUTHWEST EXPRESS, INC.", A DELAWARE CORPORATION,
"CON-WAY WESTERN EXPRESS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CON-WAY TRANSPORTATION SERVICES, INC." UNDER THE NAME OF "CON-WAY TRANSPORTATION SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2003591 8100M

960131494

AUTHENTICATION: 7935746

DATE: 05-07-96

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

**CON-WAY CENTRAL EXPRESS, INC.
CON-WAY SOUTHERN EXPRESS, INC.
CON-WAY SOUTHWEST EXPRESS, INC.
CON-WAY WESTERN EXPRESS, INC.**

**INTO
CON-WAY TRANSPORTATION SERVICES, INC.**

Pursuant to Section 253 of the General Corporation
Law of the State of Delaware

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/1994
944259021 - 2003591

Con-Way Transportation Services, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That this corporation was incorporated under the name of CF Land Services, Inc. on the 25th day of February 1983, pursuant to the General Corporation Law of the State of Delaware. Further that said name was changed to Con-Way Transportation Services, Inc. by filing said change with the Delaware Secretary of State on the 19th day of September 1989;

SECOND: That this corporation owns all of the outstanding shares of stock of Con-Way Central Express, Inc. (originally formed under the name of XYZ Express, Inc.) incorporated on July 28, 1982, under the laws of the State of Delaware, Con-Way Southern Express, Inc., incorporated on June 13, 1983, under the laws of the State of Delaware, Con-Way Southwest Express, Inc. (originally formed as Con-Way Texas Express, Inc.) incorporated on June 13, 1983, under the laws of the State of Delaware, and Con-Way Western Express, Inc. (originally formed as DEF Express, Inc.) incorporated on October 15, 1982, under the laws of the State of Delaware

THIRD: That Con-Way Transportation Services, Inc. by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 27th day of October, 1994, determined to merge Con-Way Central Express, Inc., Con-Way Southern Express, Inc., Con-Way Southwest Express, Inc. and Con-Way Western Express, Inc. into itself;

WHEREAS, it is in the best interests of the Company to merge the Company's wholly-owned subsidiaries, Con-Way Central Express, Inc., Con-Way Southern Express, Inc., Con-Way Southwest Express, Inc. and Con-Way Western Express, Inc. (hereinafter referred to as the "Merging Companies") with and into the Company, effective on
January 1, 1995

RESOLVED, that the Board of Directors hereby unanimously approves a merger between the Company and the Merging Companies, pursuant

to the following terms and conditions, and in accordance with Section 253 of the Delaware General Corporation law.

- (1) The Merging Companies shall be merged with and into the Company and the Company, as the surviving corporation, shall succeed insofar as permitted or required by law, to all the rights, assets, liabilities and obligations of the Merging Companies, the separate existence of which shall cease upon the effective date of the merger;
- (2) Upon the effective date of the merger all of the issued and outstanding shares of stock of the Merging Companies shall be retired and cancelled and no securities of the Company shall be issued in respect thereof;
- (3) The Certificate of Incorporation of the Company and its By-laws shall remain unchanged following the merger until and unless the same shall be amended or repealed in accordance with provisions thereof; and
- (4) The directors and officers of the Company in office prior to the merger shall continue in office following the merger until their successors have been duly elected and qualified.

FURTHER RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to make, execute, and file all documents, to take all steps and to do and authorize to be done all acts and things as may be necessary or advisable for the purpose of carrying out the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, pursuant to approval and authority duly given by resolutions of its board of directors, have executed this Certificate of Merger this 15th day of DECEMBER, 1994.

CON-WAY TRANSPORTATION SERVICES, INC.

by: 

Robert T. Robertson, President

Attest:

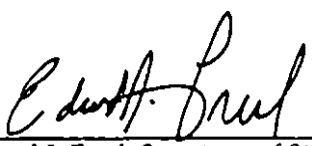

Maryla R. Boonstoppel, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 CHANGE OF REGISTERED AGENT OF "CON-WAY TRANSPORTATION SERVICES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 1994, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2003591 8100

960131194

AUTHENTICATION: 7935747

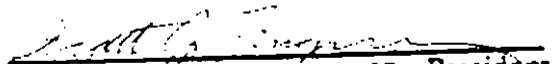
DATE: 05-07-96

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is
CON-WAY TRANSPORTATION SERVICES, INC.
2. The registered office of the corporation within the State of Delaware is hereby changed
to 32 Loockerman Square, Suite L-100, City of Dover 19901, County of Kent.
3. The registered agent of the corporation within the State of Delaware is hereby changed
to The Prentice-Hall Corporation System, Inc., the business office of which is identical with
the registered office of the corporation as hereby changed.
4. The corporation has authorized the changes hereinbefore set forth by resolution of its
Board of Directors.

Signed on *March 7, 1994*.


SCOTT J. ENGERS VICE - President

Attest:


MARYLA R. BOONSTOPPEL Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 "CF LAND SERVICES, INC.", CHANGING ITS NAME FROM "CF LAND SERVICES, INC." TO "CON-WAY TRANSPORTATION SERVICES, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF SEPTEMBER, A.D. 1989, AT 1:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2003591 8100

960131494

AUTHENTICATION: 7935748

DATE: 95-07-96

739262016
CERTIFICATE OF AMENDMENT

FILED

OF

SEP 19 1989 11:30 PM

CERTIFICATE OF INCORPORATION

CF Land Services, 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 a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of CF Land Services, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

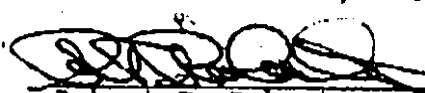
"The name of the corporation is Con-Way Transportation Services, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its 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 sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CF Land Services, Inc. has caused this certificate to be signed by Robert T. Robertson, its President, and attested by John P. Kelly, its Secretary, this 11th day of September, 1989.

CF Land Services, Inc.


Robert T. Robertson
President

ATTEST:

By:


John P. Kelly, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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 INCORPORATION OF "CF LAND SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1983, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2003591 8100

960131494

AUTHENTICATION: 7935749

DATE: 05-07-96

CERTIFICATE OF INCORPORATION
OF

CF Land Services, Inc.

FILED

FEB 25 1983 3 PM

[Signature]
SECRETARY OF STATE

1. The name of the corporation is
CF Land Services, Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) common shares and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
P. A. Wright	100 West Tenth Street Wilmington, Delaware 19801
S. M. Chapman	100 West Tenth Street Wilmington, Delaware 19801
S. K. Zimmerman	100 West Tenth Street Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John P. Kelly	P.O. Box 10340 3240 Hillview Avenue Palo Alto, CA 94303-0887
Virginia G. Falconer	P.O. Box 10340 3240 Hillview Avenue Palo Alto, CA 94303-0887
Lillian R. Maloney	P.O. Box 10340 3240 Hillview Avenue Palo Alto, CA 94303-0887

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the ~~powers conferred by statute, the board of directors is expressly~~ authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

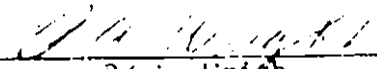
Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

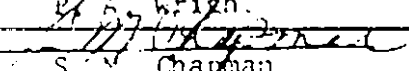
Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 191 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or

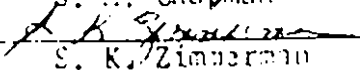
class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly, have hereunto set our hands this 25th day of February, 1983.


R. S. Wirth


S. M. Chapman


S. K. Zimmerman