

Filing Fee: \$100.00

ID Number:

121896



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)

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 TRANSCORE, LP (NO)  
(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:

TRANSCORE LP OF DELAWARE 12-231514 at Consent

2. The limited partnership is organized under the laws of Delaware  
and the date of its formation is 03/03/1994

3. The general character of the business it proposes to transact in Rhode Island is:  
Any lawful business including without limitation, to directly and indirectly  
conduct business activities that further the legal and economic interests of  
the Partners. See a. Attached.

4. The name and address of the agent for service of process is CT 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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:

8158 Adams Drive, Liberty Centre, Bldg. 200, Hummelstown, PA 17036

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

<u>General Partner</u>	<u>Business Address</u>
TLP Holdings, LLC	8158 Adams Dr. Liberty Centre Bldg. 200 Hummelstown, PA 17036

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:

8158 Adams Dr., Liberty Centre, Bldg. 200, Hummelstown, PA 17036

9. A mailing address for the foreign limited partnership is


8158 Adams Dr., Liberty Centre, Bldg. 200, Hummelstown, PA 17036

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: 9-7-01


TRANSCORE, LP

Print Exact Name of Limited Partnership Making Application

By  General Partner  
Claudia F. Wiegand, Manager of  
TLP Holdings, LLC, General Partner

STATE OF PA  
COUNTY OF Phila

In my M. Shapiro is Phila, on this 7th day of September, 2001, personally appeared before me Claudia F. Wiegand, Manager of\* who, being by me first duly sworn, declared that he/she is a general partner of TRANSCORE, LP, that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true. \*TLP Holdings, LLC

  
Notary Public  
My Commission Expires: 10-22-01

NOTARIAL SEAL  
IVY M. SHAPIRO, Notary Public  
City of Philadelphia, Phila County  
My Commission Expires Oct. 22, 2001

the provision of transportation management, transportation and/or logistics dispatch and transportation and/or logistics operations system software or services, electronic freight exchange, electronic transportation data and electronic advertising services. (ii) the design, manufacture, installation, integration, sale and support of solutions for the intelligent transportation systems industry and (iii) the provision of the following outsourcing services to long-haul trucking companies, truck stops, truck drivers and vehicle financing companies: (a) payment services, through the use of a funds transfer card; (b) regulatory compliance services, such as fuel tax processing, driver log auditing, audit representation and (c) document processing services including annual licensing, permitting, titling and registration applications.

TransCore, Inc.  
8158 Adams Drive  
Liberty Centre – Building 200  
Hummelstown, PA 17036

November 29, 2001

Rhode Island Secretary of State  
100 North Main Street  
Providence, RI 02903

Re: TransCore, LP of Delaware

To Whom it May Concern:

TransCore, Inc. hereby consents to the use of the name "TransCore, LP of Delaware" in the State of Rhode Island.

TRANSCORE, INC.

By:   
Name: Claudia F. Wiegand  
Title: Senior Vice President

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "TRANSCORE, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1998, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SYNTONIC TECHNOLOGY, INC." TO "TRANSCORE, INC.", FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "TRANSCORE, INC." TO "TRANSCORE, L.P.", FILED THE SEVENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "TRANSCORE, L.P." TO "TRANSCORE, LP", FILED THE SECOND DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1483966

010619893

DATE: 12-05-01

*State of Delaware*  
*Office of the Secretary of State*

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CERTIFICATE OF CORRECTION, FILED THE SECOND DAY OF OCTOBER,  
A.D. 2001, AT 9:01 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2382097 8100X

AUTHENTICATION: 1483966

010619893

DATE: 12-05-01