

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
OVERNITE TRANSPORTATION COMPANY

On January 24, 1984 in a meeting, the Board of Directors of Overnite Transportation Company found that the following proposed Amendment to and Restatement of its Articles of Incorporation was in the best interest of the corporation and directed that it be submitted to a vote of the stockholders:

BE IT RESOLVED by the Board of Directors of Overnite Transportation Company that the Board finds that it is in the best interest of the corporation that its Articles of Incorporation be amended and restated so that they shall read in their entirety as follows:

A.

The name of the corporation is Overnite Transportation Company.

B.

The purpose for which the corporation is organized is to conduct the business of a public service company operating a system of transportation and to engage in all related or incidental activities necessary to accomplish such purpose. In particular, the corporation shall have the following powers:

To own and operate any type of transportation vehicle including, but not limited to, motor vehicles, aircraft and watercraft, for the purpose of transporting passengers or property as a carrier in intrastate, interstate and foreign commerce within the United States of America or any foreign country, as it may be authorized to operate by certificates of public convenience and necessity or by other evidence of lawful authority issued from time to time in accordance with law, to charge and receive compensation for such transportation.

C.

The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

CLASS AND SERIES - NUMBER OF SHARES - PAR VALUE PER SHARE		
Common	40,000,000	\$1.00

D.

The number of directors shall be fixed by the by-laws and in the absence of a by-law fixing the number, the number shall be eight.

E.

No holder of stock of the corporation of whatever class shall have any preemptive or preferential right to subscription to any shares of any class of stock of the corporation issued or sold, or to be issued or sold, or to any obligations convertible into stock of the corporation, nor any right of subscription to any thereof, other than such, if any, as the Board of Directors, in its discretion may determine.

F.

The stated capital of the corporation as of the date of this amendment is \$13,710,712.

BE IT FURTHER RESOLVED that the foregoing resolution shall be submitted to the Stockholders at the Annual Meeting Tuesday, April 24, 1984.

On March 23, 1984, being not less than twenty-five (25) days nor more than fifty (50) days before the Annual Meeting of the stockholders to act upon the proposed amendment, written notice of the Annual Meeting was given personally or by mail to each stockholder of record entitled to vote on the proposed amendments. The notice stated the place, day and hour of the meeting and the purpose or purposes for

which it was called, and was accompanied by a copy of the proposed amendment.

On April 24, 1984, the Annual Meeting of the stockholders was held and the amendment proposed by the Board of Directors, as set forth above, was adopted by the stockholders.

The number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment and the number of shares voted for and against the amendment, were as follows:

Shares outstanding:	13,710,712
Shares entitled to vote:	13,710,712
Shares voted: FOR:	9,474,683
AGAINST:	203,646
ABSTAIN:	62,755

The stated capital of the corporation on the effective date of this Amendment to and Restatement of the Articles of Incorporation was \$13,710,712.

Executed in the name of the corporation by its Executive Vice President and its secretary who declare under the penalties of perjury that the facts stated therein are true.

Dated May 2, 1984.

OVERNITE TRANSPORTATION COMPANY

By Roy S. Cayton
Roy S. Cayton, Executive
Vice President

ATTEST:

By Edward N. Bromley
Edward N. Bromley
Vice President and Secretary

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, May 18, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of

OVERNITE TRANSPORTATION COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Hornum, Jr.
Commissioner

Commonwealth of Virginia



State Corporation Commission

I, William C. Young, Clerk of the State Corporation Commission, do hereby certify that

the foregoing is a true copy of all documents constituting as of this date the charter of OVERNITE TRANSPORTATION COMPANY .

In Testimony Whereof I hereunto set my hand and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this 15th day of
June A. D. 19 84



William C. Young
Clerk of the Commission