



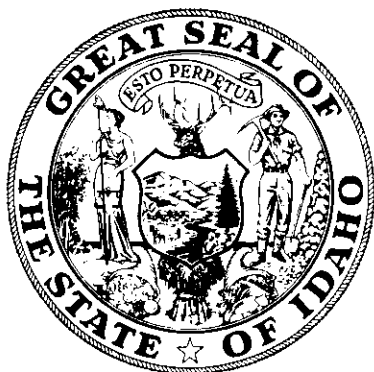
CERTIFICATE OF AUTHORITY
OF

U.S. EXPRESS

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. EXPRESS for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to U.S. EXPRESS to transact business in this State under the name U.S. EXPRESS and attach hereto a duplicate original of the Application for such Certificate.

Dated **January 12, 1984**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is U.S. Express

2. The name which it shall use in Idaho is U.S. Express

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of UTAH

4. The date of its incorporation is 11/22/83 and the period of its duration is Indefinite

5. The address of its principal office in the state or country under the laws of which it is incorporated is

273 South 1375 East Boonville, UTAH

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 608 Hays Street

Boise Id 83702, and the name of its proposed

registered agent in Idaho at that address is Glenn A. Coughlan

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

hauling intra and interstate Freight.

9. The names and respective addresses of its directors and officers are:

Name

Office

Address

Steve Facer

President

273 So 1375 E Boonville, UT

Jolie Facer

Sec/tres

"

Sharee Facer

Director

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are without Par Value

50,000

Common

\$0

not par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are without Par Value

1,000

Common

\$5

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

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

Dated: 12/21/83

U.S. Express
By Steve Facer president
Its President/Vice President (please specify)
and Julie Facer Sec.
Its Secretary/Assistant Secretary (please specify)

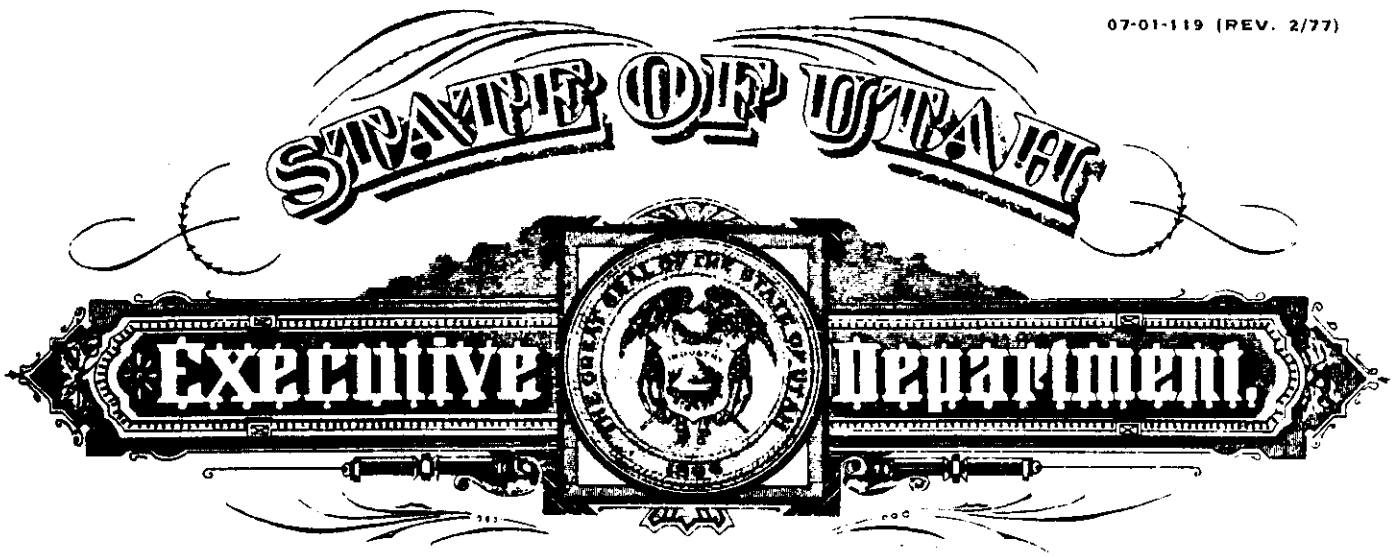
STATE OF UTAH)
COUNTY OF DAVIS)ss

I, N. Dan Nicolson, a notary public, do hereby certify that on this 21ST day of DECEMBER, 1983, personally appeared before me STEVE FACER & JULIE FACER, who being by me first duly sworn, declared that he is the PRESIDENT of U.S. EXPRESS & JULIE FACER IS SECRETARY OF U.S. EXPRESS.

that he signed the foregoing document as PRESIDENT & SECRETARY of the corporation and that the statements therein contained are true.

my Commission Expires
10.4.85

[Signature]
Notary Public



Office of Lieutenant Governor

JAN 12

C.D.

S.E.

1984

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of U.S. EXPRESS, a Utah corporation filed with this office on November 22, 1983.

AS APPEARS OF RECORD IN MY OFFICE.

File # 106834

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Utah at Salt Lake City, this
.....5th..... day of
.....January..... A.D. 19 84....

David S. Monson

LIEUTENANT GOVERNOR

RECEIVED

NOV 22 PM 4:17

CLERK OF STATE

FILED in the office of the Lieutenant Governor
of the State of Utah on the 22nd
day of November A.D. 19 83

ARTICLES OF INCORPORATION

106834

OF

DAVID S. MONSON
Lieutenant Governor

Filing Clerk DS Fees 50.⁰⁰

U.S. EXPRESS

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is U. S. Express.

ARTICLE II

DURATION

The period of duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The corporation shall be organized to own and operate a trucking business, to lease trucks and to own, lease and operate all of the necessary equipment relating thereto and for any other lawful purpose.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of no par value stock. There shall be one class of common stock which shall have the same rights and preferences. Fully-paid shares of this corporation shall not be liable to any further call or assessment.

ARTICLE V

AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI

SHAREHOLDER RIGHTS

The authorized and treasury shares of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VII

CAPITALIZATION

The corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VIII

INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

Steven J. Dixon
800 Beneficial Life Tower
36 South State Street
Salt Lake City, Utah 84111

ARTICLE IX

DIRECTORS

The number of Directors constituting the Board of Directors of this corporation is three. The names and addresses of persons who are to serve as initial Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Steven R. Facer	273 South 1375 East Bountiful, Utah 84010
Julie Ward Facer	273 South 1375 East Bountiful, Utah 84010
Sharee Facer	273 South 1375 East Bountiful, Utah 84010

ARTICLE X
INCORPORATORS

The number of Incorporators is three and the names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Steven R. Facer	273 South 1375 East Bountiful, Utah 84010
Julie Ward Facer	273 South 1375 East Bountiful, Utah 84010
Valerie Dixon	800 Beneficial Life Tower 36 South State Street Salt Lake City, Utah 84111

DATED this 21 day of November, 1983.

INCORPORATORS:

Steven R. Facer
Steven R. Facer

Julie Ward Facer
Julie Ward Facer

Valerie Dixon
Valerie Dixon

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Steven J. Dixon, a Notary Public, certify that on the 21st day of November, 1983, Steven R. Facer, Julie Ward Facer and Valerie Dixon personally appeared before me, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Steven J. Dixon
NOTARY PUBLIC
Residing at Bountiful, Utah

My Commission Expires
December 26, 1986