



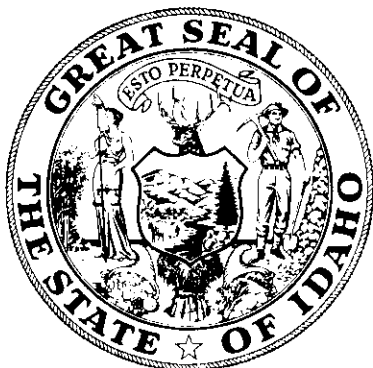
CERTIFICATE OF AUTHORITY  
OF

INTERNATIONAL TRANSPORT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTERNATIONAL TRANSPORT, INC. 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 INTERNATIONAL TRANSPORT, INC. to transact business in this State under the name INTERNATIONAL TRANSPORT, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 11, 1983**



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk



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
<u>2,779</u>	<u>Common</u>	<u>\$100.00</u>

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 May 18, 19 83

INTERNATIONAL TRANSPORT, INC.

(By

Dominick A. Dattilo

Its Sr. Vice-President

and

Robert S. Moran, Jr.

Its Assistant Secretary

STATE OF NEW JERSEY )

COUNTY OF BERGEN )

ss:

I, Maureen A. Mahoney, a notary public, do hereby certify that on this 18th day of May, 19 83, personally appeared before me Dominick A. Dattilo, who being by me first duly sworn, declared that he is the Senior Vice-President of INTERNATIONAL TRANSPORT, INC.

that he signed the foregoing document as Senior Vice-President of the corporation and that the statements therein contained are true.

MAUREEN A. MAHONEY  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires July 9, 1986

Maureen A. Mahoney  
Notary Public MAUREEN A. MAHONEY  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires July 9, 1986

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

**INTERNATIONAL TRANSPORT, INC.**

**Title**

G. Norman Widmark  
Frederick R. Einsidler  
Reginald F. Woods, III

Officers

Frederick R Einsidler	Chairman
Edward E. Hamel	President & Chief Executive Officer
Reginald F. Woods, III	Senior Vice President
Robert A. Rucinski	<b>Executive Vice President</b>
Dominick A. Dattilo	Senior Vice President, General Counsel
Walter Kruckenberg	Vice President - Operations
Charles D. Little	Vice President - Maintenance
Larry A. Larson	Vice President - Central Region
Jerrold C. Stong	Vice President - Western Region
Jack L. Rentzel	Vice President - Eastern Region
Herbert J. Hilken	Vice President - Research & Traffic
David V. King	Vice President - Contractor Services
Chester W. Bricker	Vice President - Marketing & Sales
Dennis J. Bierschbach	Vice President - Finance & Treasurer
P. Martin Witham	Vice President - Legal & Assistant Secretary
Michael B. Vafl	Controller
Gary M. Cademartori	Vice President - Finance
Robert J. Maguire	Vice President - Taxes & Assistant Secretary
Gerald R. Cioci	Assistant Treasurer
John T. Anderson	Assistant Secretary
Thomas M. Masterson	Assistant Secretary
Marc D. Freedman	Assistant Secretary
Robert S. Moran	Assistant Secretary

### Business Addresses

A - 110 Summit Avenue, P.O. Box 460, Montvale, New Jersey 07645  
B - 2450 Marion Road, S.E., Rochester, Minnesota 55001  
C - 115 S. LaSalle Street, Chicago, Illinois 60603

**Business Address**

Ⓢ Ⓢ Ⓢ

Residence Address

70 Park Street, Montclair, NJ 07042  
25 Herrick Drive, Lawrence, NY 11559  
13 Baldwin Road, Saddle River, NJ 07458

25 Herrick Drive, Lawrence, NY 11559  
1810 7th Street, N.E., Rochester, MN 55901  
13 Baldwin Road, Saddle River, NJ 07458  
3850 Hidden Way, N.E., Rochester, MI 55901  
129 Norwood Avenue, Up. Montclair, NJ 07043  
Lot #112, Hallmark Terr., Rochester, MN 55901  
515 17th Street, S.W., Rochester, MN 55901  
2001 Falcon Terrace, Steataville, MI 55796  
312 Livingston Avenue, Bocatville, CA 95688  
8159 S. Pittsburgh, Tulsa, OK 74136  
4017 5th Place, N.W., Rochester, MN 55901  
301 22nd Street, N.W., Rochester, MN 55901  
2100 Valkyrie Dr., N.W., Rochester, MN 55901  
150 Spring Valley Rd., Bloomington, IN 47420  
616 12th Avenue, S.W., Rochester, MN 55901  
2421 E. 73rd Street, Tulsa, OK 74136  
224 Forest Avenue, Glen Ridge, NJ 07028  
30 Jocelyn Court, Pompton Plains, NJ 07444  
79 Brookside Terrace, No. Caldwell, NJ 07006  
4344 Johnson Avenue, Western Springs, IL  
837 Berkshire Road, River Vale, NJ 07675  
28 Echo Ridge Road, Up. Saddle River, NJ 07458  
107 Hildwood Road, Glen Rock, NJ 07452

Certificate No 19616

UNITED STATES OF AMERICA

JUN 10 8 27 AM '83

SECRETARY OF STATE



DEPARTMENT

OF STATE

# State of North Dakota

*To All to Whom these Presents shall Come,*

I, BEN MEIER, Secretary of State of the State of

North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed  
copy of

Articles of Incorporation  
Certificate of Incorporation  
Articles of Amendment  
Certificate of Amendment  
Articles of Merger  
Certificate of Merger  
Statement of Change of Registered Office Registered  
Agent or Both

of

INTERNATIONAL TRANSPORT, INC.

has been compared by me with the original of the above referenced on  
file and of record

in this Department, and that the same is a true copy thereof, and of the whole of such  
instruments.

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State at the  
Capitol in the City of Bismarck, this 6th  
day of April A. D., 1983.

BEN MEIER  
By

Secretary of State

Deputy

# ARTICLES OF INCORPORATION

OF

INTERNATIONAL TRANSPORT, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the provisions of Chapter 10-02, North Dakota Revised Code of 1943, and amendments thereto, and we hereby certify that:

Article 1. The name of said corporation shall be INTERNATIONAL TRANSPORT, INC.

(Give corporate name only. Omit any other words or marks)

Article 2. The purposes for which it is formed are:

To transport, deliver, receive, hold, store, warehouse and otherwise handle and deal in and with any and all kinds of goods, wares, merchandise, materials, commodities, and supplies; to purchase or otherwise acquire, erect, construct, own, hold, maintain and operate warehouses, terminals, buildings and any and all kinds of facilities necessary for the conduct of the business of this corporation; to carry on and conduct the business of buying, selling, receiving and forwarding agents for individuals, firms and corporations; to acquire, own, maintain, operate and otherwise deal in and with any and all kinds of transportation facilities and their equipment; to issue storage and warehouse receipts, certificates and warrants, covering merchandise or any other commercial commodity of value; to carry on and operate any other facilities or conveniences necessary and desirable for the general business of warehousing, buying, selling, supplying, transporting, shipping and storing any and all kinds of goods, merchandise and commodities.

To enter into contracts of all kinds, without limit as to amount, with any person, firm, corporation, municipality, government, or subdivision thereof; to buy, own, lease, sell and convey any and all real estate that may be necessary for its corporate purposes;

And generally, to the same extent as natural persons, do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of one or more of the objects herein named, or which shall at any time appear to be conducive to or expedient for the protection and benefit of the corporation and its said business.

Article 3. The place where its principal business is to be transacted shall be at Fargo  
in the County of Cass State of North Dakota

Article 4. The postoffice address of this corporation shall be at 506 First National Bank Building,  
Fargo,  
County of Cass State of North Dakota.

Article 5. The term for which it is to exist is Twenty (20) years from and after the date of its charter.  
(Not more than 20)

Article 6. The number of its directors shall be Three (3)  
(Show not less than 3 nor more than 15—State number definitely)

and the names and residences of those who are appointed to serve until their successors are elected and qualified are:

NAME	RESIDENCE
1. S. Shafer	Fargo, North Dakota
2. N. Larson	Fargo, North Dakota
3. Alar Foss	Fargo, North Dakota
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	

Article 7. The amount of Capital Stock of this Corporation shall be Fifty Thousand and  
00/100ths (\$50,000.00) - - - - - Dollars  
divided into Five Hundred (500) Common shares of the par value of \$100.00 Dollars each.

Article 8. One third of the undersigned incorporators are residents of the State of North Dakota.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this eleventh day of September

A. D. 1952

S. Shafer  
N. Larson  
Alan Foss

Fargo, North Dakota

Fargo, North Dakota

Fargo, North Dakota

STATE OF NORTH DAKOTA,

County of Cass } ss.

On this eleventh day of September in the year A. D. One Thousand Nine  
Hundred Fifty-Two before me Franklin J. Van Osdel

a notary public in and for Cass County, North Dakota, personally appeared

N. Larson S. Shafer and Alan Foss

known to me to be the persons whose names are subscribed to the foregoing instrument, and they severally duly  
acknowledged to me that they executed the same.

Franklin J. Van Osdel

Notary Public, Cass County,  
North Dakota.

My commission expires September 8 1958

STATE OF NORTH DAKOTA,

County of \_\_\_\_\_ } ss.

On this \_\_\_\_\_ day of \_\_\_\_\_ in the year A. D. One Thousand Nine  
Hundred \_\_\_\_\_ before me \_\_\_\_\_

a notary public in and for \_\_\_\_\_ County, \_\_\_\_\_

personally appeared \_\_\_\_\_

known to me to be the person \_\_\_\_\_ whose name \_\_\_\_\_ subscribed to the foregoing instrument, and \_\_\_\_\_ he \_\_\_\_\_ severally  
duly acknowledged to me that \_\_\_\_\_ he \_\_\_\_\_ executed the same.

Notary Public.



Certificate No. 14,179.....

ARTICLES OF INCORPORATION

of

INTERNATIONAL TRANSPORT, INC.

of

FARGO, N. DAK.

STATE OF NORTH DAKOTA,

Department of State.

Filed for record and certificate issued  
the 12TH day of SEPTEMBER 1952  
and recorded in Volume 33 of

DOMESTIC CORPORATIONS

page 583

CHAS. A.

Secretary of State.

By CHARLES JESSMAN

For capitalization over \$50,000, \$58.00.

For each \$10,000 or fraction over \$50,000,

25.00

No. 14179

DUPLICATE



# Statute of North Dakota

*To All to Whom these Presents shall Come,*

Whereas,

G. SWAER

N. LARSON

ALAN FORB

have filed in this office a declaration in writing or ARTICLES OF INCORPORATION, as provided by the laws of this State, setting forth all the facts required to be stated therein, and have in all respects complied with the requirements of the law governing the formation of private corporations:

THOMAS HALL

(FARGO, CARR CO.)

Now, therefore, I,

INTERNATIONAL TRANSPORT, INC.

and by that name have a right to sue and be sued, purchase, hold and convey real and personal property, and to have and enjoy all the rights and privileges granted to a private corporation under the laws of this state, subject to their articles of incorporation, and all legal restrictions and liabilities in relation thereto.

In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this

THOMAS HALL

day of

THOMAS HALL

SECRETARY OF STATE,

DEPUTY

SEAL

By CHARLES LIESSMAN

STATE OF NORTH DAKOTA  
DEPARTMENT OF STATE

APPOINTMENT OF AGENT BY DOMESTIC CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That International Transport, Inc a corporation duly organized and incorporated under the laws of the State of North Dakota, has by its Board of Directors appointed Franklin J. Van Osdel, residing at 502 First National Bank Building, Fargo, North Dakota County of Cass and State of North Dakota, its agent resident in the State of North Dakota, upon whom all summons, pleadings and processes in any action or proceeding against such corporation shall be served, and such service on said agent resident in the State of North Dakota shall be of the same legal force and effect and validity as if served on the corporation.

This appointment is executed in compliance with the provisions of Section 10-0513, N. D. R. C. 1943.

IN WITNESS WHEREOF, the said corporation has caused these presents to be executed by its president and secretary and its corporate seal to be affixed thereto this 17 day of October, 19 57.

[Signature] President  
Franklin J. Van Osdel Secretary

STATE OF North Dakota } ss.  
COUNTY OF Cass

On this 17 day of October, 19 57 before me, a Notary Public in and for Cass County, N.D., personally appeared Robert E. Theel President, and Franklin J. Van Osdel Secretary of International Transport, Inc respectively of said corporation and that jointly they have full right and authority to execute and sign the foregoing instrument on behalf and for said corporation, and that the same is as valid and binding as if executed by the board of directors of said corporation.

Subscribed and sworn to before me this 17 day of October, 19 57

NOTARIAL SEAL

My Commission expires: Sept 30, 1960

[Signature]  
Notary Public

Buy "Dakota Maid" Flour

Free 6-00

International Harvester

Vol Case of N.D.  
~~Attorney General~~

October 30, 1957

Page 58

\$5.00

STATE OF NORTH DAKOTA }  
Department of State } ss  
Filed for record the 25th  
day of October 1957  
Ben Meier  
SECRETARY OF STATE  
DEPUTY

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

INTERNATIONAL TRANSPORT, INC.

Pursuant to the provisions of Section 57 of the North Dakota Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is International Transport, Inc.

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on December 29, 19 59, in the manner prescribed by the North Dakota Business Corporation Act:

The capital stock of this corporation be and the same is hereby increased from fifty thousand dollars (\$50,000.00), divided into five hundred (500) shares of the par value of one hundred dollars (\$100.00) each to the sum of five hundred thousand dollars (\$500,000.00), divided into five thousand (5,000) shares of the par value of one hundred dollars (\$100.00) each.

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 84; and the number of shares entitled to vote thereon was 84.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	NOT APPLICABLE	Number of Shares
-------	----------------	------------------

ARTICLE 5. The number of shares voted for such amendment was 84; and the number of shares voted against such amendment was None.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	NOT APPLICABLE	Number of Shares Voted For	Against
-------	----------------	-------------------------------	---------

ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

NOT APPLICABLE

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

NOT APPLICABLE

Dated January 22, 19 60.

INTERNATIONAL TRANSPORT, INC.

Name of Corporation

By [Signature]

President ~~XXXXXXXXXXXX~~

and Franklin J. Van Osdel

Secretary ~~XXXXXXXXXXXX~~

FRANKLIN J. VAN OSDEL

being first duly sworn says that he is the

Secretary-Treasurer

and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

[Signature]

Subscribed and sworn to before me this 22 day of January, 19 60.

Gene P. Johnson

Notary Public

GENE P. JOHNSON

State of Notary Public, CASS COUNTY, N. DAK.

My Commission Expires SEPT. 28, 1965

My Commission expires \_\_\_\_\_, 19\_\_\_\_.

Fee \$12.00.

Certificate No. 763

Filing Date Jan. 28 19 60

Recorded in Volume \_\_\_\_\_

By Ben Mair  
Secretary of State

By James A. Fink  
Deputy

"Buy Dakota Maid Flour"

CERTIFICATE OF AMENDMENT

DUPLICATE

763

FEE \$ 12.00

INCREASE FEE 225.00  
\$ 237.00

United States of America

DEPARTMENT



OF STATE

State of North Dakota

To All to Whom these Presents shall Come,

WHEREAS, INTERNATIONAL TRANSPORT, INC.

has filed in this office a certificate as provided by the Laws of this State, setting forth all the facts required to be stated therein and has in all respects complied with the provisions of the Law governing the amendments of Articles of Incorporation and has amended its Articles of Incorporation as follows, to-wit: INCREASING CAPITAL STOCK FROM \$50,000 DIVIDED INTO 500 SHARES  
OF THE VALUE OF \$100 EACH TO \$500,000 DIVIDED INTO 5,000 SHARES AT \$100 EACH.

Now therefore, I, BEN MEIER, Secretary of State of the State of North Dakota, in virtue and by authority of Law, do hereby issue this Certificate of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this TWENTY-EIGHTH day of JANUARY, 19 60.

GREAT SEAL

BEN MEIER

Secretary of State.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

INTERNATIONAL TRANSPORT, INC.

Pursuant to the provisions of Chapter 10-19 of the North Dakota Century Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the corporation is International Transport, Inc.

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on August 2, 1972, in the manner prescribed by the North Dakota Century Code.

(Article 5 is amended to read as follows):

"Article 5. The existence of the corporation is perpetual."

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 2,084; and the number of shares entitled to vote hereon was 2,084.

ARTICLE 4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common Stock	2084

ARTICLE 5. The number of shares voted for such amendment was 2084; and the number of shares voted against such amendment was 0.

ARTICLE 6. The number of shares of each class, entitled to vote thereon as a class, voted for and against such amendment, respectively, as follows:

Class	Number of Shares Voted	
	For	Against
Common Stock	2084	0



ARTICLE 7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Not applicable

ARTICLE 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

Not applicable

Dated August 24, 1972

International Transport, Inc.  
Exact Corporate Name  
By Robert E. Theel  
President or Vice President.  
and John T. Anderson  
Secretary or Assistant Secretary.

Robert E. Theel being first duly sworn says that he is the  
(One of the officers who signed above)  
President and that he has read the foregoing articles of amendment  
and knows the contents thereof, and verily believes the statements made therein to be true.

Robert E. Theel  
Verifying Officer.

Subscribed and sworn to before me this 24th day of August, 1972.

Eleanor A. Hinckley  
Notary Public  
State of Illinois

My Commission expires June 14, 1975

Fee \$12.00.  
Certificate No. 3618  
Filing Date August 30, 1972  
Ben Meier  
Secretary of State, T.

By Deputy

"Buy North Dakota Products"

Certificate No. 3618

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

# State of North Dakota

## CERTIFICATE OF AMENDMENT

OF

INTERNATIONAL TRANSPORT, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

INTERNATIONAL TRANSPORT, INC.

duly signed and verified pursuant to the provisions of the North Dakota BUSINESS \_\_\_\_\_ Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of INTERNATIONAL TRANSPORT, INC.

~~extend corporate existence to be perpetual~~

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 30th day of August A.D., 1972.

Great Seal

/s/ BEN MEIER

Secretary of State.

File No. 4605 D

DUPLICATE

By \_\_\_\_\_, Deputy.

ARTICLES OF MERGER  
OF  
DEALERS TRANSIT, INC.  
(a Delaware corporation)  
INTO

INTERNATIONAL TRANSPORT, INC.  
(a North Dakota corporation)

\* \* \* \* \*

Pursuant to the provisions of Section 10-20-07 of the North Dakota Century Code, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
DEALERS TRANSIT, INC.	Delaware
INTERNATIONAL TRANSPORT, INC.	North Dakota

2. The laws of the state under which such foreign corporation is organized, permit such merger.

3. The name of the Surviving Corporation is INTERNATIONAL TRANSPORT, INC., and it is to be governed by the laws of the State of North Dakota.

4. The following Agreement and Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the North Dakota Century Code, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized:

AGREEMENT AND PLAN OF MERGER

\* \* \* \* \*

Agreement and Plan of Merger dated this 27th day of May, 1980, by and between INTERNATIONAL TRANSPORT, INC., a North Dakota corporation (the "Surviving Corporation"), and DEALERS TRANSIT, INC., a Delaware corporation (the "Merging Corporation"), said corporations hereinafter sometimes referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the Constituent Corporations desire to merge into a single corporation; and

WHEREAS, INTERNATIONAL TRANSPORT, INC., a North Dakota corporation, by its Certificate of Incorporation originally filed on September 12, 1952, has an authorized capital consisting of five thousand (5,000) shares of Common stock of One Hundred Dollars (\$100.00) par value, of which two thousand eighty four (2,084) shares are outstanding; and

WHEREAS, DEALERS TRANSIT, INC., a Delaware corporation, by its Certificate of Incorporation originally filed on July 22, 1954, has an authorized capital consisting of two (2) classes of stock, one (1) class of five thousand (5,000) shares of Common stock, no par value, and one (1) class of ten thousand (10,000) shares Class B Common stock of no par value, of which classes only two hundred forty (240) shares of Common stock, and no Class B Common stock are presently outstanding.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions herein contained, do hereby prescribe the terms and conditions of their merger and the mode of carrying the same into effect:

FIRST: The Merging Corporation, DEALERS TRANSIT, INC. shall be merged into the Surviving Corporation, INTERNATIONAL TRANSPORT, INC. on the effective date

(defined in Article Five below) and the Surviving Corporation shall be deemed the Surviving Corporation for all purposes.

SECOND: The Articles of Incorporation of the Surviving Corporation shall remain unchanged.

THIRD: Upon the effective date, the two hundred forty (240) shares of Common stock of the Merging Corporation which shall be outstanding shall be automatically converted into six hundred ninety five (695) shares of Common stock, One Hundred Dollars (\$100.00) par value of the Surviving Corporation and each share of Common stock of the Surviving Corporation which shall be outstanding shall remain outstanding.

FOURTH: The terms and conditions of the merger are as follows:

(a) Upon the effective date, the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of the constituent corporations; and all property, real, personal and mixed and debts due on whatever accounts, and all choses in action, and all and every other interest of or belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed.

(b) The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of the constituent corporations, including all obligations and liabilities which have arisen under or which shall in the future arise under or exist by virtue of any and all contracts, agreements or endorsements issued or entered into by the Merging Corporation before the effective date of this Agreement. All rights of creditors and all liens upon the property of either of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The liability of the Merging Corporation, or the rights or remedies of the creditors thereof, or of persons doing or transacting business with such corporation, shall not, in any way, be lessened or impaired by this merger.

(c) Upon the merger becoming effective, the directors and officers of the Surviving Corporation shall remain unchanged.

(d) Upon the merger becoming effective, there will be no changes in the Articles of Incorporation or By-Laws of the Surviving Corporation.

(e) The Merging Corporation shall execute and deliver or cause to be delivered all deeds and instruments, and to take or cause to be taken such further or other action as the survivor may deem necessary or desirable in order to vest and confirm the survivor's title to and possession of all property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided.

(f) The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation, as well as for the enforcement of any obligation of the Surviving Corporation arising from the merger which is the subject of this Agreement. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or any proceeding. A copy of such process shall be mailed by such Secretary of State to Dominick A. Dattilo, Vice President and General Counsel, c/o Butler International, Inc., 110 Summit Avenue, P. O. Box 460, Montvale, New Jersey 07645.

FIFTH: The effective date of the merger contemplated by this Agreement (the "Effective Date") shall be the date on which both the Certificate of Merger has been filed by the Secretary of State of Delaware and Articles of Merger have been accepted by the Secretary of State of North Dakota.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either constituent corporation at any time prior to the effective date of this Agreement.

SEVENTH: This Agreement shall not be effective and the merger provided for herein shall not be consummated unless and until the proposed merger provided for herein is approved and authorized by the Interstate Commerce Commission.

5. As to each of the undersigned corporations, the number of shares outstanding and entitled to vote are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
DEALERS TRANSIT, INC.	240
INTERNATIONAL TRANSPORT, INC.	2,084

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows;

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES</u>	
	<u>TOTAL VOTED FOR</u>	<u>TOTAL VOTED AGAINST</u>
DEALERS TRANSIT, INC.	240	- 0 -
INTERNATIONAL TRANSPORT, INC.	2,084	- 0 -

Dated: , 1980.

DEALERS TRANSIT, INC.

By

Dominick A. Dattilo,  
Vice President

Thomas M. Masterson  
Thomas M. Masterson,  
Assistant Secretary

(SEAL)

INTERNATIONAL TRANSPORT, INC.

By

Dominick A. Dattilo,  
Vice President

Thomas M. Masterson  
Thomas M. Masterson,  
Assistant Secretary

(SEAL)

DOMINICK A. DATTILO, being first duly sworn, says that he is the Vice President of DEALERS TRANSIT, INC. and that he has read the foregoing application and knows the contents thereof and verily believes the statements made therein to be true.

Dominick A. Dattilo, Vice Pres.

DOMINICK A. DATTILO, being first duly sworn, says that he is the Vice President of INTERNATIONAL TRANSPORT, INC. and that he had read the foregoing application and knows the contents thereof and verily believes the statements made therein to be true.

Dominick A. Dattilo, Vice Pres.



STATE OF NEW JERSEY     )  
                                      ) SS:  
COUNTY OF BERGEN        )

On this 12<sup>th</sup> day of December, 1980, before me,  
Josephine J. Crovatto, a Notary Public in and for Bergen County  
and the state aforesaid, personally appeared DOMINICK A. DATTILO  
known to me to be the Vice President of DEALERS TRANSIT, INC.,  
whose name is subscribed to the foregoing instrument, and he duly  
acknowledged to me that he executed the same as his free act and  
deed and as the act of the corporation, and declared that the  
statements therein contained are true.

Witness my hand and official seal this 12<sup>th</sup> day of  
December, 1980.

  
Notary Public


My commission expires

JOSEPHINE J. CROVATTO  
A Notary Public of New Jersey  
My Commission Expires Nov. 14, 1982

STATE OF NEW JERSEY     )  
                                  ) SS:  
COUNTY OF BERGEN     )

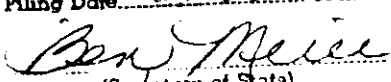

On this 12<sup>th</sup> day of December, 1980, before me,  
Josephine J. Crovatto, a Notary Public in and for Bergen County  
and the state aforesaid, personally appeared DOMINICK A. DATTILO  
known to me to be the Vice President of INTERNATIONAL TRANSPORT,  
INC. whose name is subscribed to the foregoing instrument, and he  
duly acknowledged to me that he executed the same as his free act  
and deed and as the act of the corporation, and declared that the  
statements therein contained are true.

Witness my hand and official seal this 12<sup>th</sup> day of  
December, 1980.

  
\_\_\_\_\_  
Notary Public

My commission expires

JOSEPHINE J. CROVATTO  
A Notary Public of New Jersey  
My Commission Expires Nov. 14, 1982

Certificate No. 6517  
Filing Date 12-31 19 80  
  
(Secretary of State)  
  
(By Deputy)

Certificate No. 6517

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

# State of North Dakota

*To All to Whom these Presents shall Come:*

I, BEN MEIER, Secretary of State of the State of North Dakota do hereby certify that duplicate originals of Articles of Merger of DEALERS TRANSIT, INC., a Delaware corporation (not qualified in North Dakota), into INTERNATIONAL TRANSPORT, INC., a domestic corporation, duly signed and verified pursuant to the provisions of the North Dakota Business Corporation Act, have been received in this office and are found to conform to Law.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Merger of DEALERS TRANSIT, INC. (not qualified in NORTH DAKOTA) into INTERNATIONAL TRANSPORT, INC. and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this 31ST day of DECEMBER A. D., 19 80.

BEN MEIER

Secretary of State

File No. 4605

By \_\_\_\_\_

Deputy

(Applicable to Both Domestic and Foreign Corporations)  
(Profit or Non-Profit)

FEE: \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH  
OF

INTERNATIONAL TRANSPORT, INC.

To the Secretary of State

of the State of North Dakota:

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 or 10-24-09 of the North Dakota Century Code, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is INTERNATIONAL TRANSPORT, INC.

Second: The address of its present registered office is 15 BROADWAY, SUITE 502, FARGO, N. D. 58102.

Third: The address to which its registered office is to be changed is  
314 East Thayer Avenue, c/o C T Corporation System, Bismarck, North Dakota 58501

Fourth: The name of its present registered agent is FRANKLIN J. VAN OSDEL

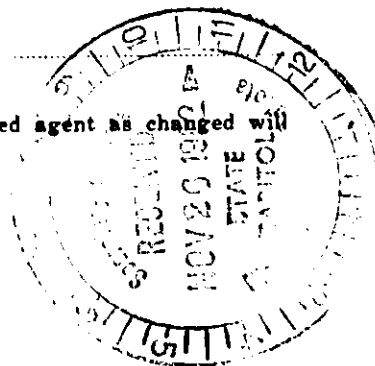
Fifth: The name of successor registered agent is  
C T Corporation System

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

2M-12-70 (N.D. - 394 - 8/31/73)

(OVER)



Dated November 10 19 82

INTERNATIONAL TRANSPORT, INC.

(Exact Corporate Name)

By

(Signature of President or Vice-President)

DOMINICK A. DATTILO

SR. VICE PRESIDENT

being first duly sworn says that he is the

DOMINICK A. DATTILO

SENIOR VICE PRESIDENT

and that he has read the foregoing application and

knows the contents thereof, and verily believes the statements made therein to be true.

By

(Signature of Executing Officer)

DOMINICK A. DATTILO

(Same As Above)

Subscribed and sworn to before me this 10th day of November 19 82

Notary Public

(NOTARIAL SEAL)

State of New Jersey, County of Bergen

MAUREEN A. MAHONEY  
My Commission Expires NOTARY PUBLIC OF NEW JERSEY 19  
My Commission Expires July 9, 1986

Filing Date 12-8-82 19 82

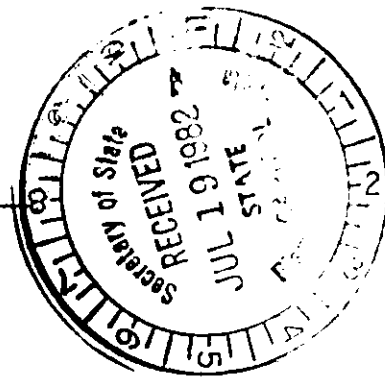
Secretary of State

Deputy

"Buy North Dakota Products"

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH  
OF

INTERNATIONAL TRANSPORT, INC.



To the Secretary of State  
of the State of North Dakota:

Pursuant to the provisions of Section 10 or 111 of the North Dakota Business Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

First: The name of the corporation is International Transport, Inc.

Second: The address of its present registered office is 502 First National Bank

Bldg., Fargo, ND 58102

Third: The address to which its registered office is to be changed is 15 Broadway -

Suite 502, Fargo, ND 58102

Fourth: The name of its present registered agent is Franklin J. Van Osdel

Fifth: The name of its successor registered agent is Franklin J. Van Osdel

Sixth: The address of its registered office and the address of the business office of its registered agent as changed will be identical.

Seventh: Such change was authorized by resolution duly adopted by its board of directors.

Dated July 13 19 82.

International Transport, Inc.  
(Exact Corporate Name)

By

Robert J. Maguire

Robert J. Maguire

being first duly sworn says that he is the

Vice President - Taxes

and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

Robert J. Maguire

Subscribed and sworn to before me this 13th day of July 19 82.

Certificate No. \_\_\_\_\_

Filing Date 7-20-1982

Recorded in Volume \_\_\_\_\_

Page \_\_\_\_\_

Secretary of State

Joseph J. Lantz  
Notary Public

State of New Jersey

JOSEPHINE J. CROVATTO  
A Notary Public of New Jersey  
My Commission Expires Nov. 19 1982