

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CON-WAY NOW, INC.**

File Number C 136312

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 15, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie J. [Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Con-Way NOW, Inc.
2. The name which it shall use in Idaho is Con-Way NOW, Inc.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is October 17, 2000
5. The address of its principal office is c/o CNF Transportation Inc.
3240 Hillview Avenue, Palo Alto, CA 94304
6. The address to which correspondence should be addressed, if different from item 5, is _____
3240 Hillview Avenue, Palo Alto, CA 94304
7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2
Boise, ID 83702 Corporation Service Company
, and its registered agent in Idaho at that address is _____
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: Nov. 9, 2000

Con-Way NOW, Inc.

(Corporation name)

By

EBERHARD G.H. SCHMOLLER

Its SECRETARY

(specify capacity of signer)

Customer Acct # :

(If using pre-paid **IDAH SECRETARY OF STATE**)

Secretary of State use only

11/15/2000 09:00
CK: 152139 CT: 16058 BH: 360941

1 @ 100.00 = 100.00 AUTH PRD # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3
1 @ 20.00 = 20.00 REFUND O P # 4

Directors, Officers Report

Con-Way NOW, Inc.

10/23/2000

DIRECTORS

J. Edwin Conaway Director
SSN: [REDACTED]
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Gerald L. Detter Director
SSN: [REDACTED]
Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Gregory L. Quesnel Director
SSN: [REDACTED]
Primary Address: CNF Transportation Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

Chutta Ratnathicam Director
SSN: [REDACTED]
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Eberhard G. H. Schmoller Director
SSN: [REDACTED]
Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

OFFICERS

Gregory L. Quesnel Chairman of the Board
SSN: [REDACTED]
Primary Address: CNF Transportation Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

J. Edwin Conaway President and Chief Executive Officer
SSN: [REDACTED]
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Don C. Fegtly Director of Sales
SSN: [REDACTED]
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Matthew J. Kloss Director of Operations
SSN: [REDACTED]
Primary Address: 4840 Venture Drive, #100
Ann Arbor, MI 48108

Nov 15 1 29 PM '00
SECTION 13
STATE

Eberhard G. H. Schmoller

SSN: [REDACTED]

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Secretary

Kevin C. Schick

SSN: [REDACTED]

Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Treasurer

Charles J. Dragon

SSN: [REDACTED]

Primary Address: 1717 N.W. 21st Street
Portland, OR 97209-1797

Assistant Secretary

Scott J. Engers

SSN: [REDACTED]

Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Assistant Secretary

Debra F. Schramm

SSN: [REDACTED]

Primary Address: 1717 N.W. 21st Avenue
Portland, OR 97209

Assistant Secretary

J. Craig Boretz

SSN: [REDACTED]

Primary Address: 1717 N.W. 21st Avenue
Portland, OR 97209-1797

Assistant Treasurer

Mark C. Thickpenny

SSN: [REDACTED]

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Assistant Treasurer

NOV 15 1 29 PM '99
SECRET

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CON-WAY NOW, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0782151

DATE: 11-09-00