

**CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION**

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STATE OF IDAHO
COMES NOW

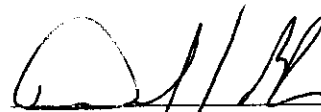
Doug Blevins, Sole Shareholder and Director of U.S. Logistics, Inc., an Idaho Corporation, and certifies to the Secretary of State of the State of Idaho that:

1. This statement does contain an amendment to the Articles of Incorporation which required shareholder approval.
2. The name of the corporation prior to adoption of the amendment was U.S. Logistics, Inc. Its name is now Truckmaster Logistics, Inc.
3. The text of the amendment adopted to the Articles of Incorporation is as follows:

Article I is amended to read as follows:

The name of the corporation shall be Truckmaster Logistics, Inc.
4. The amendment was adopted at a meeting of the Director of the corporation and a subsequent meeting of the shareholder of the corporation on the 24th day of July, 2000.
5. At the shareholder meeting held on the 24th day of July, 2000, 1000 shares were issued and outstanding and entitled to vote on the amendment. At the meeting of shareholders, 1000 votes were cast in favor of the amendment, and 0 votes cast against it.

DATED this 24th day of July, 2000.



DOUG BLEVINS, Shareholder and Director

IDAHO SECRETARY OF STATE

08/09/2000 09:00
CK: 11566 CT: 1660 BH: 339959

1 @ 30.00 = 30.00 AMEND PROF # 2

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RESTATED ARTICLES OF INCORPORATION

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KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator being
STATE OF IDAHO
of the age of eighteen years or more, desiring to organize a corporation under the laws of the
State of Idaho, do hereby make, sign and verify these Restated Articles of Incorporation.

ARTICLE I

The name of the corporation is ***TRUCKMASTER LOGISTICS, INC.***

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized are as follows:

- (a) To undertake any business activities of any kind or nature for which businesses may be lawfully incorporated under the laws of the State of Idaho;
- (b) To do all other things necessary or incidental to the foregoing business purposes.

ARTICLE IV

The corporation is authorized to issue one class of shares, in a total amount of 10,000 shares. The stock shall bear no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this corporation, in accordance with the duly adopted By-Laws of this corporation.

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V

The address of the initial registered office of the corporation is *980-B West Main Street, Jerome, Idaho 83338*.

ARTICLE VI

The name and address of the person who shall serve as director of the corporation until the first annual meeting of shareholders is:

DOUG BLEVINS - 980-B West Main St., Jerome, Idaho 83338

ARTICLE VII

The name and address of the incorporator is:

DOUG BLEVINS - 980-B West Main St., Jerome, Idaho 83338

ARTICLE VIII

No private property of the stockholders of the corporation shall be subject to or liable for payment of corporation debts.

ARTICLE IX

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-Laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 24th day of July, 2000.

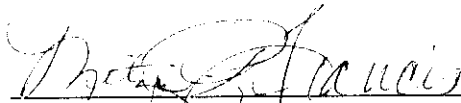


DOUG BLEVINS, Shareholder and Director

STATE OF IDAHO)
) ss.
County of Jerome)

On this 24th day of July, 2000, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DOUG BLEVINS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and who acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



NOTARY PUBLIC
Residing at *Idaho*
Commission Expires: *03/30/04*