

State of Idaho

Office of the Secretary of State

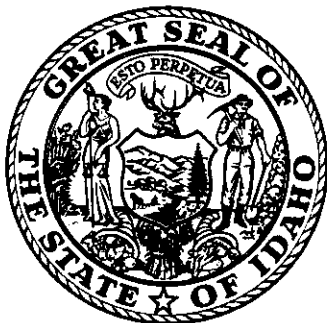
**CERTIFICATE OF AUTHORITY
OF
CON-WAY LOGISTICS, INC.**

File Number C 147436

I, BEN YSURSA, 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: 30 January 2003



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 JAN 30 PM 12:40

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 Logistics, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: May 07, 2002

5. The address of its principal office is: c/o CNF Inc.

3240 Hillview Avenue, Palo Alto, CA 94304

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

1401 Shoreline Drive, Suite 2

7. The street address of its registered office in Idaho is: Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name

Office

Address

See attached officers/directors rider

Dated: January 23, 2003

Signature: _____

Typed Name: Eberhard G.H. Schmoller

Capacity: Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\appforceofauthority_profit.pm6
Revised 07/2002

IDAHO SECRETARY OF STATE
01/30/2003 05:00
CK: 235074 CT: 16058 BH: 660061
1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

C147436

Directors, Officers Report

Con-Way Logistics, Inc

06/06/2002

DIRECTORS

Michael S. Bare

Director

Primary Address: 2759 North Eola Road
Aurora, IL 60504

Gerald L. Detter

Director

Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Gregory L. Quesnel

Director

Primary Address: CNF Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

Chutta Ratnathicam

Director

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Eberhard G. H. Schmoller

Director

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

OFFICERS

Gregory L. Quesnel

Chairman of the Board

Primary Address: CNF Inc.
3240 Hillview Avenue
Palo Alto, CA 94304

Michael S. Bare

Vice President and General Manager

Primary Address: 2759 North Eola Road
Aurora, IL 60504

Vito A. Kavalionas

Controller

Primary Address: 2759 North Eola Road
Aurora, IL 60504

Eberhard G. H. Schmoller

Secretary

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Mark C. Thickpenny

Treasurer

Primary Address: 3240 Hillview Avenue
Palo Alto, CA 94304

Randal R. Mutschler

Director of Sales

Primary Address: 2759 North Eola Road
Aurora, IL 60504

Marcello R. Palazzo

Director of Operations

Primary Address: 2759 Eola Road
Aurora, IL 60504

Scott J. Engers

Assistant Secretary

Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Keith A. Sawallich

Assistant Secretary

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

Debra F. Schramm

Assistant Secretary

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

J. Craig Boretz

Assistant Treasurer

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

Kevin C. Schick

Assistant Treasurer

Primary Address: 110 Parkland Plaza
Ann Arbor, MI 48103

Delaware

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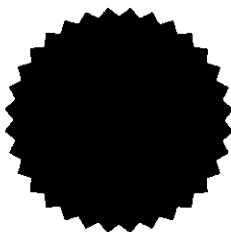
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CON-WAY LOGISTICS, 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 TWENTY-THIRD DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CON-WAY LOGISTICS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3522943 8300

AUTHENTICATION: 2218888

030045706

DATE: 01-23-03