

ARTICLES OF INCORPORATION
OF

ROSE EXPRESS, INC.

FILED EFFECTIVE

DEC 23 AM 10:13

STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, Idaho Code #30-1-101, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be ROSE EXPRESS, INC.

II.

The corporation shall have a perpetual existence.

III.

The purpose for which this corporation is formed is to engage in such lawful business endeavors as the Board of Directors may from time to time determine to be in the best interests of the corporation, including but not limited to long haul trucking.

IV.

The location and post office address of the registered office of the corporation shall be 2035 C East 3500 North, Filer, Idaho 83328. The name of the registered agent of the corporation who may be found at that address is David a. Higbee.

V.

The amount of the capital stock of this corporation shall be and is 1,000 shares of common stock, each with a par value of \$1.00 making an aggregate stock of \$1,000, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

VI.

The name and post office address of the incorporator is as follows:

David A. Higbee

2035 C East 3500 North, Filer, Idaho 83328

The names and post office addresses of the initial directors of the corporation appointed by the incorporator to serve until the first election of directors, are as follows:

David A. Higbee

2035 C East 3500 North, Filer, Idaho 83328

Shari E. Higbee

2035 C East 3500 North, Filer, Idaho 83328

VIII.

The property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assignment for the purpose of paying expenses, conducting business or paying debts of the corporation.

IX.

The number of directors of the corporation shall be as specified in the Bylaws, provided that the number of directors of the corporation shall not be fewer than the number required by the provisions of the Idaho Business Corporation Act, Idaho Code #30-1-101 et seq. In case the board of directors amends the Bylaws of the corporation so as to increase the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until their successors, as elected at the next annual meeting of the stockholders, are qualified.

X.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as the Board may deem expedient and for the best interests of the corporation.

XI.

The board of directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by law, by a vote of the stockholders at any stockholder meeting except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 27TH day of
NOVEMBER, 2002.

David A. Hylee
, Incorporator