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RESTATED CERTIFICATE OF INCORPORATION

of

TRANSWAY
TRANSWAY
International Corporation

(Pursuant to Section 245 of the General Corporation Law of the State of Delaware)

RESTATED CERTIFICATE OF INCORPORATION

-of-

TRANSWAY INTERNATIONAL CORPORATION

(Pursuant to Section 245 of the General Corporation
Law of the State of Delaware)

It is hereby certified that:

I. The name of the corporation (hereinafter called the "Corporation") is Transway International Corporation. The name under which the Corporation was incorporated was "UNITED STATES FREIGHT COMPANY", the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on May 16, 1925.

II. The provisions of the Certificate of Incorporation of the Corporation, as heretofore amended and supplemented, are hereby restated and integrated into the single instrument which is hereinafter set forth and which is entitled "Restated Certificate of Incorporation of Transway International Corporation", without further amendment and without any discrepancy between the provisions of the Certificate of Incorporation, as heretofore amended and supplemented, and the provisions of the single instrument hereinafter set forth.

III. The Board of Directors of the Corporation has duly adopted this Restated Certificate of Incorporation pursuant to the provisions of Section 245 of the General Corporation Law of the State of Delaware in the form set forth as follows:

"RESTATED CERTIFICATE OF INCORPORATION

-of-

TRANSWAY INTERNATIONAL CORPORATION

First: The name of this Corporation is Transway International Corporation.

Second: Its principal office in the State of Delaware is to be located at 229 South State Street, in the City of Dover, County of Kent. The agent in charge thereof is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

Third: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To carry on the general business of freight forwarders and consolidated car business; to act as general forwarding agents, to maintain freight and shipping agencies, passenger agencies, custom-house brokerage agencies, to act as car-men and brokers to deal in all matters pertaining to the movement, warehousing and transportation of all kinds of parcels, packages, baggage, freight and any and every other kind of goods, wares and merchandise, between villages, cities, states, countries and other places in any part of the world.

To carry on a general trucking, express, cartage, contracting and stevedore business, including the hauling, drawing, transporting and delivery of goods, wares and merchandise of all kinds in trucks, carts, wagons, motor and similar vehicles, and to acquire by purchase, lease or otherwise, stables and accommodations for horses, and the storing of vehicles, harnesses, and the like, and to hire, board and lodge stablemen and drivers of teams, chauffeurs and other

employees and to do all and everything necessary for the accomplishment of any of such purposes, or the attainment of any one or more of the objects herein set forth, or incidental thereto.

To carry on the business of storage, wharfage, warehousing and forwarding, and the doing of each and every act or acts, thing or things, incidental to or growing out of, or connected with said business, including the owning, leasing, holding, erecting and maintaining of docks, bulkheads, piers, basins and warehouses; the storage of all kinds of goods, wares and merchandise; the storage and docking of ships, steam vessels and boats of every kind and description; the loading and unloading thereof; the issue of storage, dock and warehouse receipts, negotiable and non-negotiable, covering all kinds of goods, wares and merchandise; the purchase and sale of goods, wares and merchandise, ships, steamers, vessels and boats of all kinds; the collection and receipt of dockage, wharfage and storage dues and other compensation; the purchasing, holding, acquiring, selling, leasing, mortgaging and conveying real estate and personal property necessary for the convenient conducting of the aforesaid business; the loaning of money on the pledge of goods, wares and merchandise and other property or on the pledge of storage, dock or warehouse receipts therefor; and the advancing of freights, duties, fire and marine insurance and liens of every kind and nature upon goods, wares and merchandise received on storage or for the purpose of being warehoused or forwarded upon the pledge of said goods, wares and merchandise or upon the pledge of storage, dock or warehouse receipts therefor.

To carry on business in the various states, territories, districts and insular possessions of the United States and in foreign countries as factors, agents and commission merchants; to solicit, receive, pack, crate, ship, bill and collect for all articles of merchandise offered by domestic manufacturers for sale and disposal in foreign markets, and to investigate, buy, secure, pack, crate, ship, bill and collect for all machinery, goods, wares, merchandise and commodities of domestic manufacture desired by corporations, associations, individuals or firms located in foreign countries.

To carry on a general stevedoring business; to enter into contracts pertaining to the work of stevedores and do and perform such work in the loading and unloading of ships, barges, lighters and other vessels, stowing of cargoes in ship holds; handling goods, wares and merchandise on wharfs, docks and piers, including the loading and unloading of railroad cars, trucks, carts, wagons and other vehicles; handling and transferring freight from cars to boats and from boats to cars at any and all water fronts; to carry on such other business as may be necessary or incidental to the foregoing or to any part thereof.

To build, lease, hire, buy and maintain public garages for the purpose of building, manufacturing, repairing, buying, selling, storing, renting and caring for all kinds of motor vehicles, and for supplying motor accessories to the general public.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all buildings or kinds of buildings, houses, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be useful or advantageous in the judgment of the Board of Directors of the Corporation for the purposes of the Corporation and which can be lawfully done under the corporation laws of the State of Delaware.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the Laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz.:—

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatever to dispose of real property, within or without the State of Delaware, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any

manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise, and property of any and every class and description, both within Delaware and out of Delaware and in any part of the world.

To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, body politic, county, territory, State, government or colony or dependency thereof.

To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said goodwill, rights, property, and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to guarantee the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or of any other State, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

To purchase, in so far as the same may be done without impairing the capital of the Corporation, and to hold, pledge and reissue shares of its own capital stock; but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

To have one or more offices, conduct its business and promote its objects within and without the State of Delaware, in other States, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such State, District, territory, colony, dependency or country.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

IN GENERAL to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all powers conferred upon corporations by the laws of the State of Delaware.

But if this Corporation shall undertake to do any of the things hereinabove set forth in any State other than Delaware, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions

and each of them this Corporation shall be deemed to have such powers in so far only as such jurisdictions respectively permit corporations within their several respective jurisdictions to be organized for or to execute such powers.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article in this Certificate of Incorporation, but that the objects, purposes and powers specified in this article and in each of the articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

Fourth: The amount of total authorized capital stock of this Corporation is twelve million five hundred thousand (12,500,000) shares without nominal or par value. Any and all shares issued and for which full consideration has been paid or delivered, shall be deemed full paid stock and the holder thereof shall not be liable for any further payment thereon.

Shares of capital stock without nominal or par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors of this Corporation.

Fifth: The existence of this Corporation is to be perpetual.

Sixth: The private property of the stockholders shall not be subject to the payment of corporate debt to any extent whatsoever.

Seventh: (a) The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchises of this Corporation.

(b) With the consent in writing of, or pursuant to a vote of, the holders of a majority of the capital stock issued, outstanding, and having voting power, the Directors shall have authority to dispose, in any manner, of the whole property, including the corporate franchise, goodwill, and other intangible property of the Corporation, upon such terms and conditions as they deem expedient and for the best interests of the Corporation.

(c) The By-Laws, or a resolution of the Directors passed in pursuance thereof, shall determine whether and to what extent the accounts and books of this Corporation, or any of them, other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account, or book, or document of this Corporation, except as conferred by law or the By-Laws, or by resolution of the stockholders or Directors.

(d) The stockholders and Directors shall have power to hold their meetings and keep the books, except the original or duplicate stock ledger, documents and papers of the Corporation outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or Directors, except as otherwise required by the laws of Delaware.

(e) The Directors, by a suitable by-law or by resolution passed by a majority of the whole membership of the Board, may designate two or more of their number to constitute an executive committee, which committee shall have all the powers provided in such by-law or resolution.

(f) Subject to the provisions of the statutes of Delaware, the Corporation may, through appropriate by-law provisions, confer powers upon the Board of Directors in addition to the powers expressly conferred upon it by law and this Certificate of Incorporation.

(g) The Corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware and all rights and powers conferred on Directors and stockholders herein are granted subject to this reservation.

(h) If the By-Laws so provide, election of directors need not be by ballot.”

Signed and attested to on July 1, 1974.

.....
G. R. Moir
Chairman of the Board of Directors

Attest:

.....
L. Berman
Secretary

(g) The Corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware and all rights and powers conferred on Directors and stockholders herein are granted subject to this reservation.

(h) If the By-Laws so provide, election of directors need not be by ballot."

Signed and attested to on July 1, 1974.

.....
G. R. Moir
Chairman of the Board of Directors

Attest:

.....
L. Berman
Secretary

CERTIFICATE

The undersigned, Secretary (Assistant Secretary) of TRANSWAY INTERNATIONAL CORPORATION, a Delaware corporation ("Corporation"), hereby certifies that the Restated Certificate of Incorporation of the Corporation hereinbefore set forth is, without further amendment or restatement, a true and correct copy of the Certificate of Incorporation of the Corporation as in full force and effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the Corporation this day of , 19 .

.....
Secretary

[Corporate Seal]