

INTERSTATE COMMERCE COMMISSION
LICENSE

SERVICE DATE

MAY 16 1988

No. MC-209995*

J & A FREIGHT BROKERS, INC.
(Elk Grove Village, IL)

This License is evidence of the applicant's authority to engage in operations as a broker.

This authority will be effective as long as the broker maintains compliance with the requirements pertaining to insurance coverage for the protection of the public (49 CFR 1043) and the designation of agents upon whom process may be served (49 CFR 1044). Applicant shall also render reasonably continuous and adequate service under this authority. Failure to meet these conditions will constitute sufficient grounds for the suspension, change, or revocation of this authority.

This authority is subject to any terms, conditions, and limitations as are now, or will be, attached to this privilege.

The service to be performed is described on the reverse side of this document.

By the Commission.

(SEAL)

Noreta R. McGee
Secretary

NOTE: If there are any discrepancies regarding this document, please notify the Commission within 30 days.

No. MC-209995*
Sheet 2

To engage in operations in interstate or foreign commerce, as a broker, in arranging for the transportation by motor vehicle, of general commodities (except household goods), between points in the United States.

* This license cancels License No. MC-188800 Sub 2, issued March 15, 1988, and is reissued to reflect the proper docket number assigned to the above-named carrier, who acquired the authority pursuant to No. MC-FC-83126.

NBD Trust Company of Illinois
1403 Orrington Avenue
Evanston, Illinois 60204
Phone 708-491-6000



April 7, 1992

RE: J & A Freight Brokers, Inc.
Trust Fund Agreement #407465800

To whom it may concern:

This letter will certify that J & A Freight Brokers, Inc. of Elk Grove Village has established the captioned Trust Fund Agreement with NBD Trust Company of Illinois as Trustee.

In compliance with Illinois law and the rules and regulations of the Illinois Commerce Commission, relating to security for the protection of motor carriers and shippers to whom the trustor may be legally liable for damages, the company has placed \$10,000 deposit with the Trust Company subject to the provisions of the agreement which directs the Trustee to pay, up to a limit of \$10,000.00, directly to a shipper or motor carrier any sum or sums which the Trustee determines that the Trustor has failed to pay and would be legally liable by reason of failure to perform faithfully its contracts, agreements, or arrangements for transportation by authorized motor carrier. The Trustee is directed to give written notice to the Illinois Commerce Commission of lawsuits, judgements, or payments made under this Trust Agreement.

The Trustor has agreed to replenish the Trust Fund in the event that it is drawn upon and the corpus is reduced to a sum less than \$10,000.00.

Any inquiries concerning this account may be directed to the NBD Trust Company of Illinois marked for the attention of Mr. Robert Lockwood.

Yours very truly,

A handwritten signature in cursive script that reads 'William J. McGirr'.

William J. McGirr
Vice President and
Trust Officer

WJM/sd

Telephone: (708) 570-6266

Subsidiary of NBD Bancorp, Inc.

NBD Trust Company of Illinois
1603 Orrington Avenue
Evanston, Illinois 60204
Phone 708-491-6000



March 24, 1993

To whom it may concern:

Re: J & A Freight Brokers, Inc.
Trust Fund Agreement #40-68402-00

Gentlemen:

This letter will certify that J & A Freight Brokers, Inc. of Elk Grove Village has established the captioned Trust Fund Agreement with NBD Trust Company of Illinois as Trustee.

In compliance with Illinois law and the rules and regulations of the Interstate Commerce Commission relating to security for the protection of motor carriers and shippers to whom the trustor may be legally liable for damages, the company has placed \$10,000 deposit with the Trust Company subject to the provisions of the agreement which directs the Trustee to pay, up to a limit of \$10,000.00, directly to a shipper or motor carrier any sum or sums which the Trustee determines that the Trustor has failed to pay and would be legally liable by reason of failure to perform faithfully its contracts, agreements, or arrangements for transportation by authorized motor carrier. The Trustee is directed to give written notice to the Interstate Commerce Commission of lawsuits, judgments, or payments made under this Trust Agreement.

The Trustor has agreed to replenish the Trust Fund in the event that it is drawn upon and the corpus is reduced to a sum less than \$10,000.00.

Any inquiries concerning this account may be directed to the NBD Trust Company of Illinois marked for the attention of Mr. Robert Lockwood.

Sincerely,

A handwritten signature in cursive script, appearing to read 'William J. McGirr'.

William J. McGirr
Vice President and Trust Officer

Telephone: 708/570-6266
WM3M102L

Subsidiary of NBD Bancorp, Inc.

Form **BCA-10.30**
(Rev. Jan. 1995)

ARTICLES OF AMENDMENT

File # D 5429-401-8

George H. Fyan
Secretary of State
Department of Business Services
Springfield, L 62756
Telephone (217) 782-1832

FILED

JAN 19 1999

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 1-19-99
Franchise Tax \$
Filing Fee* \$ 25.
Penalty \$
Approved: [Signature]

Remit payment in check or money
order, payable to "Secretary of State."
*The filing fee for articles of
amendment - \$25.00

J & A Freight Brokers, Inc.

1. CORPORATE NAME: _____ (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:
The following amendment of the Articles of Incorporation was adopted on November 12,
1998 in the manner indicated below. ("X" one box only)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no director have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:
a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

J & A Freight Systems, Inc.

(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If an amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is no sufficient space to do so, add one or more sheets of this size.)*

No Change

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 6 or 7 below. All signatures must be in **BLACK INK**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November, 19 98

J & A Freight Brokers, Inc.

attested by John A. Schmidt
 (Signature of Secretary or Assistant Secretary)
 John A. Schmidt

by James A. Schmidt
 (Signature of President or Vice President)
 James A. Schmidt

(Type or Print Name and Title)

(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 98

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION
Transportation Division

MOTOR CARRIER OF PROPERTY BROKER LICENSE

J & A Freight Brokers, Inc.
(an Illinois corporation)
1341 Brummel
81X Grove Village, IL 60007

License Number:
98185 MC-B

Pursuant to Section 18C-5102 of the Illinois Commercial Transportation Law, the above-named Broker is hereby issued a Broker License.

The privilege conveyed by this license is conditioned upon compliance with any terms stated herein, as well as upon compliance with applicable provisions of the Law and regulations or orders adopted thereunder, as the same now exist or may hereafter be adopted or amended. Failure to do so may result in imposition of criminal and civil sanctions, as well as suspension or revocation of the license.

ILLINOIS COMMERCE COMMISSION

BY:


Director of Review and Examination

Date: March 25, 1992