

03-17-1999



U.S. Department of Commerce
Patent and Trademark Office

100984730

To the Honorable Commissioner of Patents and Trademarks:

1. Name of conveying party(ies)
Freight Distribution Services, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State California
 Other _____

2. Name and address of receiving party(ies):
Name: FDSI Management Group Inc.
Internal Address: FDSI Management Group Inc.
Street Address: 16000 Ventura Boulevard, Suite 301
City: Encino State: CA Zip 91436

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: California
 Other _____

Additional name(s) of conveying Party(ies) attached?
 Yes No

3-15-99

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 15, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): **See Attached Schedule A**

B. Trademark Registration No.(s): 1,782,961; 1,776,793

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: Andrea Sloan Pink
Internal Address: Gibson, Dunn & Crutcher
Jamboree Center
Street Address: 4 Park Plaza

City Irvine State CA Zip 92614

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrea Sloan Pink

3/12/99

Name of Person Signing

Signature

Date

3

03/16/1999 JSH/BAZZ 00000212-1782961

Total number of pages including cover sheet, attachments and document:

01 FC:401

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25.00 OP

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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RESTATED ARTICLES OF INCORPORATION
OF
FREIGHT DISTRIBUTION SERVICES, INC.

RECORDED
INDEXED
FILED
In the office of the Secretary of State
of the State of California

AUG 27 1993

MARCH FONG EU, Secretary of State

Marvin Landon and Barry P. Keyes certify that:

1. They are the President and the Secretary, respectively, of Freight Distribution Services, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in their entirety as set forth on Exhibit A attached hereto.
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%. It was 100% approval.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, this 25th day of August, 1993.


Marvin Landon, President



Barry P. Keyes, Secretary

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION

ONE: The name of this corporation is FDSI Management Group Inc.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California General Corporations Code.

THREE: This corporation is authorized to issue one class of shares of stock; the total number of said shares is 10,000.

FOUR: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

FIVE: This corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law.

SIX: This corporation is a close corporation. All of this corporation's issued shares shall be held of record by not more than thirty-five (35) persons.