

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PBB TRANSIT CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "PTC ACQUISITION CORPORATION" UNDER THE NAME OF "PTC ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TENNESSEE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 2001, AT 12:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3375473 8100M

AUTHENTICATION: 1056585

010155440

DATE: 03-30-01

TRADEMARK
REEL: 002309 FRAME: 0589


CERTIFICATE OF OWNERSHIP
MERGING
PBB TRANSIT CORPORATION
WITH AND INTO
PTC ACQUISITION CORPORATION

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law, the undersigned, PTC Acquisition Corporation, a Tennessee corporation, hereby certifies as follows:

1. PTC Acquisition Corporation owns all of the outstanding shares of each class of the capital stock of PBB TransIT Corporation, a Delaware corporation;
2. Attached hereto is a true and correct copy of a Resolution of the Board of Directors of PTC Acquisition Corporation, providing for the merger of PBB TransIT Corporation, a Delaware corporation, with and into PTC Acquisition Corporation.
3. The surviving corporation in the merger is PTC Acquisition Corporation.
4. The date of the adoption of the Resolution of the Board of Directors of PTC Acquisition Corporation to approve the merger is March 7, 2001.
5. Pursuant to Section 252 (d) of the Delaware General Corporation Law, the surviving corporation, PTC Acquisition Corporation, irrevocably appoints the Delaware Secretary of State to accept all service of process on behalf of itself and PBB TransIT Corporation, in any proceeding for the enforcement of any obligation of PBB TransIT Corporation or for the enforcement of any obligation of PTC Acquisition Corporation arising from this merger, to the following address: 3524 Central Pike, Suite 310, Hermitage, Tennessee 37076.

IN WITNESS WHEREOF, PTC Acquisition Corporation has caused this Certificate of Ownership to be signed by its authorized officer, this 23rd day of March, 2001.

PTC ACQUISITION CORPORATION

By: 
Its: President
Ernest B. Betancourt

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:30 PM 03/29/2001
010155440 - 2759090


Box 41
Caroline Jones

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 03/29/01
REQUEST NUMBER: 4163-0137
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/29/01 1141
EFFECTIVE DATE/TIME: 03/29/01 1630
CONTROL NUMBER: 0404139

TO:
STITES & HARBISON PLLC
SUITE 1800
424 CHURCH STREET
NASHVILLE, TN 37219

Davidson County CHARTER
Recvd: 04/02/01 14:37 2pgs
Fees:7.00 Taxes:0.00


20010402-0031431

RE:
BETAZONE, INC.
ARTICLES OF AMENDMENT TO THE CHARTER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF AMENDMENT TO THE CHARTER

ON DATE: 03/29/01

FROM:
STITES & HARBISON PLLC (424 CHURCH ST)
STE 1800
424 CHURCH ST
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002843412
ACCOUNT NUMBER: 00355982



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
01 MAR 29 AM 11:41
NILEY DARRRELL
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO THE RESTATED CHARTER OF
PTC ACQUISITION CORPORATION**

Corporate Control Number 0404139

Pursuant to the Provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Restated Charter:

- 1. The name of the corporation is **PTC ACQUISITION CORPORATION**.
- 2. The restated charter is hereby amended by deleting Article I of the restated charter in its entirety and the following is hereby substituted for Article 1 so that Article 1 shall hereafter read and be as follows:

The name of the corporation is **BETAZONE, INC.**

- 3. This amendment is to be effective when filed by the Secretary of State.
- 4. The corporation is for profit.
- 5. The amendment was duly adopted on March 23rd, 2001 by the shareholders of this certain corporation.

IN WITNESS WHEREOF, PTC Acquisition Corporation have caused these Articles of Amendment to the Restated Charter to be executed by the undersigned on this 23rd day of March 2001.

PTC ACQUISITION CORPORATION

BY: *[Signature]*

TITLE: *President*