

10-07-2002



FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102243029

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Truckersco-op.com

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

103102

Additional name(s) of conveying parties(ies) attached: Yes No

2. Name and address of receiving party(ies):

Name: TruckersB2B, Inc.

Internal Address: _____

Street Address: 9503 East 33rd Street

City: Indianapolis State: Indiana Zip: 46236

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Delaware _____
- Other _____

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

3. Nature of Conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: June 30, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):
2,600,052

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Doreen J. Gridley

Internal Address: ICE MILLER

Street Address: One American Square, Box 82001

City: Indianapolis State: Indiana ZIP: 46282

6. Total number of applications and registrations involved: 09 10

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 09-0007

(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.

Doreen J. Gridley
Name of Person Signing

Doreen J. Gridley
Signature

09/26/02
Date

Total number of pages including cover sheet: 20

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

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

10/07/2002 LNUELLER 00000062 2600052

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40.00 DP

Commissioner of Patents and Trademarks
Box Assignments
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 the 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. 205031053282#1053282 V1 - RECORDATION FORM COVER SHEET FOR TRUCKERSCO-OP.COM/TRA

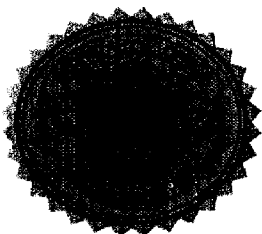
TRADEMARK
REEL: 002593 FRAME: 0528

Delaware

PAGE 1

The First State

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 RESTATED CERTIFICATE OF "TRUCKERSCO-OP.COM, INC.", CHANGING ITS NAME FROM "TRUCKERSCO-OP.COM, INC." TO "TRUCKERSB2B, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3173419 8100

AUTHENTICATION: 1918215

020493782

DATE: 08-02-02

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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TRUCKERSCO-OP.COM, INC.**

Truckersco-op.com, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies that:

1. The name of this corporation is Truckersco-op.com, Inc.
2. The name under which this corporation was originally incorporated was Truckersco-op.com, Inc.
3. The date of filing of this corporation's original Certificate of Incorporation with the Secretary of State of Delaware was February 9, 2000.
4. Pursuant to Section 245 of the Delaware General Corporation Law, this Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of this corporation's Certificate of Incorporation.
5. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
6. The Certificate of Incorporation of this corporation is amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is "TruckersB2B, Inc."

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is c/o Incorporating Services, Ltd., 15 East North Street, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

Authorized Shares:

A. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 165,000,000, of which (i) 100,000,000 shares shall be shares of Class A Common Stock, par value \$.001 per share ("Class A Common Stock, (ii) 60,000,000 shares shall be shares of Class B Common Stock, par value \$.001 per share ("Class B Common Stock") (the Class A Common Stock and the Class B Common Stock being collectively referred to herein as the "Common Stock") and (iii) 5,000,000 shares shall be shares of Preferred Stock, par value of \$.001 per share (the "Preferred Stock").

B. The following is a statement of the powers, preferences and relative participating optional or other special rights and qualification, limitations and restrictions of the Class A Common Stock and Class B Common Stock of the Corporation:

1. Except as otherwise set forth below in this Article IV, the powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

2. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Amended and Restated Certificate of Incorporation, holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors of the Corporation from time to time out of assets or funds of the Corporation legally available therefor. If any dividend or other distribution in cash or other property is paid with respect to Class A Common Stock or with respect to Class B Common Stock (other than dividends or other distributions payable in shares of Common Stock), a like dividend or other distribution in cash or other property shall also be paid with respect to shares of the other class of Common Stock, in an amount equal per share. In the case of dividends or other distributions payable in

Common Stock, including distributions pursuant to stock splits or divisions of Common Stock of the Corporation, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock. The number of shares of Class A Common Stock and Class B Common Stock so distributed shall be equal in number on a per share basis. Neither the shares of Class A Common Stock nor the shares of Class B Common Stock may be reclassified, subdivided or combined unless such reclassification, subdivision or combination occurs simultaneously and in the same proportion for each class.

3. (a) At every meeting of the stockholders of the Corporation, every holder of Class A Common Stock shall be entitled to one vote in person or by proxy for each share of Class A Common Stock standing in his, her or its name on the transfer books of the Corporation, and every holder of Class B Common Stock shall be entitled to ten votes in person or by proxy for each share of Class B Common Stock standing in his, her or its name on the transfer books of the Corporation in connection with the election of directors and all other matters submitted to a vote of the stockholders; provided, however, that with respect to any proposed conversion subsequent to a Tax-Free Spin-Off (as defined in paragraph (B)(6)(b) below) of the shares of Class B Common Stock into shares of Class A Common Stock pursuant to paragraph (B)(6)(b) below, each holder of a share of Common Stock, irrespective of class, shall have one vote in person or by proxy for each share of Common Stock standing in his, her or its name on the transfer books of the Corporation. Except as may be otherwise required by this Article IV, the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class on all matters submitted to a vote of the holders of Common Stock.

(b) Subject to any rights of the holders of Preferred Stock, the provisions of this Amended and Restated Certificate of Incorporation shall not be modified, revised, altered or amended, repealed or rescinded in whole or in part, without the approval of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and the Class B Common Stock, voting together as a single class; provided, however, that with respect to any proposed amendment of this Amended and Restated Certificate of Incorporation which would alter or change the powers, preferences or special rights of the shares of Class A Common Stock or Class B Common Stock so as to affect them adversely, the approval of a majority of the votes entitled to be cast by the holders of the shares affected by the proposed amendment, voting separately as a class, shall be obtained in addition to the approval of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and the Class B Common Stock voting together as a single class as hereinbefore provided. Any increase in the authorized number of shares of any class or classes of stock of the Corporation or creation, authorization or issuance of any securities convertible into, or warrants, options or similar rights to purchase, acquire or receive, shares of any such class or classes of stock shall be deemed not to affect adversely the powers, preferences or special rights of the shares of

Class A Common Stock or Class B Common Stock. Neither the outcome of any vote with respect to any proposed conversion subsequent to a Tax-Free Spin-Off of the shares of Class B Common Stock into shares of Class A Common Stock pursuant to paragraph (B)(6)(b) below nor the occurrence of the events described in the last sentence of paragraph (B)(6)(b)(iii) below shall be deemed to be a modification, revision, alteration, amendment, repeal or rescission of the provisions of this Amended and Restated Certificate of Incorporation.

(c) Every reference in this Amended and Restated Certificate of Incorporation to a majority or other proportion of shares of Common Stock, Class A Common Stock or Class B Common Stock shall refer to such majority or other proportion of the votes to which such shares of Common Stock, Class A Common Stock or Class B Common Stock, as applicable, are entitled.

4. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment in full of the amounts required to be paid to the holders of Preferred Stock, if any, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Class A Common Stock and Class B Common Stock. For the purposes of this paragraph (B)(4), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a consolidation or merger of the Corporation with one or more other corporations (whether or not the Corporation is the corporation surviving such consolidation or merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

5. In the event of any reorganization or any consolidation of the Corporation with one or more other corporations or a merger of the Corporation with another corporation unless immediately following such event, and based solely on the securities issued in connection therewith, a majority of the total voting power of the successor corporation is held by Persons (as defined in paragraph (B)(6)(b)(ii) below) that were stockholders of the Corporation immediately prior to such event, each holder of a share of Class A Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such reorganization, consolidation or merger by a holder of a share of Class B Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to such share the same kind and amount of shares of stock and other securities and property (including cash) receivable upon such reorganization, consolidation or merger by a holder of a share of Class A Common Stock; provided, however, that in the event of any such reorganization or consolidation in which a majority of the total voting power of the successor corporation is held by Persons that were stockholders of the Corporation immediately prior to such event, each holder of a share of Class A common Stock shall be entitled to receive with respect to such share the same

kind and amount of shares of stock and other securities and property (including cash) receivable upon such reorganization, consolidation or merger by a holder of a share of Class B common Stock and vice versa except that any stock or securities received may differ insofar as is necessary to preserve the respective voting rights of the Class A Common Stock and Class B Common Stock hereunder.

6. (a) Prior to the date on which shares of Class B Common Stock are distributed to stockholders of Celadon E-Commerce (as defined in paragraph (B)(6)(b) below) in a Tax-Free Spin-Off, each record holder of shares of Class B Common Stock may convert from time to time any or all of such shares into an equal number of shares of Class A Common Stock by surrendering the certificates for such shares, accompanied by any required tax transfer stamps and by a written notice by such record holder to the Corporation stating that such record holder desires to convert such shares of Class B Common Stock into the same number of shares of Class A Common Stock and requesting that the Corporation issue all of such shares of Class A Common Stock to Persons named therein, setting forth the number of shares of Class A Common Stock to be issued to each such Person and the denominations in which the certificates therefor are to be issued. To the extent permitted by law, such voluntary conversion shall be deemed to have been effected at the close of business on the date of such surrender. Following a Tax-Free Spin-Off, shares of Class B Common Stock shall no longer be convertible into shares of Class A Common Stock except as set forth in paragraph (B)(6)(b) below.

(b) (i) Prior to a Tax-Free Spin-Off, each share of Class B Common Stock shall automatically convert into one share of Class A Common Stock immediately prior to the transfer of such share if, after such transfer, such share is not Beneficially Owned (as defined below) by Celadon E-Commerce. Shares of Class B Common Stock shall not convert into shares of Class A Common Stock (x) in any transfer effected in connection with a distribution of Class B Common Stock as a spin-off, split-up or split-off to stockholders of Celadon E-Commerce or, thereafter, to the stockholders of the parent of Celadon E-Commerce intended to be on a tax-free basis under the Internal Revenue Code of 1986, as amended from time to time (the "Code") (a "Tax-Free Spin-Off"), or (y) except as otherwise set forth below in this paragraph (B)(6)(b), in any transfer after a Tax-Free Spin-Off. For purposes of this paragraph (B)(6), a Tax-Free Spin-Off shall be deemed to have occurred at the time shares are first transferred to stockholders of Celadon E-Commerce following receipt of an affidavit described in clauses (vi) or (vii) of the first sentence of paragraph (B)(6)(d) below. For purposes of this paragraph (B)(6), "Celadon E-Commerce" shall mean Celadon E-Commerce, Inc., a Delaware corporation, all successors to Celadon E-Commerce, Inc. by way of merger, consolidation or sale of all or substantially all its assets, and all corporations, partnerships, joint ventures, associations and other entities in which Celadon E-Commerce, Inc. Beneficially Owns, directly or indirectly, 50% or more of the outstanding voting stock, voting power or similar

voting interests ("Voting Interests") (each, a "Subsidiary Entity"), but which shall not include the Corporation or any Subsidiary Entity in which the Corporation Beneficially Owns, directly or indirectly, 50% or more of the outstanding Voting Interests. The terms "Beneficially Own," "Beneficially Owns" and "Beneficially Owned" as used herein shall have the meanings ascribed to such terms in Rule 13d-3 of the General Rules and Regulations of the Securities Exchange Act of 1934, as in effect on the date of filing of this Amended and Restated Certificate of Incorporation.

(ii) The term "Person" as used herein shall mean any individual, firm, corporation or other entity; each reference to an "individual" (or to a "record holder" of shares, if an individual) shall be deemed to include in his or her representative capacity a guardian, committee, executor, administrator or other legal representative of such individual or record holder.

(iii) In the event of a Tax-Free Spin-Off, each share of Class B Common Stock shall automatically convert into one share of Class A Common Stock (x) immediately prior to the first transfer of such share after such share is transferred to the stockholders of the ultimate parent of Celadon E-Commerce in the Tax-Free Spin-Off or (y) if later, on the fifth anniversary of the date on which such share of Class B Common Stock is first transferred to a stockholder of Celadon E-Commerce in the Tax-Free Spin-Off unless, prior to such Tax-Free Spin-off, Celadon E-Commerce delivers to the Corporation the written advice of counsel, reasonably satisfactory to the Corporation, to the effect that such conversion could adversely affect the ability of Celadon E-Commerce to obtain a favorable ruling from the Internal Revenue Service that the distribution would be a Tax-Free Spin-Off under the Code or the Internal Revenue Service has adopted a general non-ruling policy on tax-free spinoffs and that such conversion could adversely affect the status of the transaction as a Tax-Free Spin-Off. If such written advice of counsel is received, approval of such conversion shall be submitted to a vote of the holders of the Common Stock as soon as practicable after the fifth anniversary of the Tax-Free Spin-Off. At the meeting of stockholders called for such purpose, every holder of Common Stock shall be entitled to one vote (irrespective of the voting rights provided for such shares under paragraph (B)(3)(a) above) in person or by proxy for each share of Common Stock standing in his or her name on the transfer books of the Corporation. Approval of such conversion shall require the approval of a majority of the votes, on the per share voting basis provided in the preceding sentence, entitled to be cast by the holders of the Class A Common Stock and Class B Common Stock present and voting, voting together as a single class, and the holders of the Class B Common Stock shall not be entitled to a separate class vote. Such conversion shall be effective on the date on which such approval is given at a meeting of stockholders called for such purpose. Notwithstanding the

foregoing, if Celadon E-Commerce delivers to the Corporation prior to such anniversary the written advice of counsel, reasonably satisfactory to the Corporation, to the effect that such vote could adversely affect the status of the transaction as a Tax-Free Spin-Off (including without limitation the ability to obtain a favorable ruling from the Internal Revenue Service), such vote shall not be held and no such conversion shall take place. Upon delivery of such written advice of counsel as to such vote, and the further advice that the continued existence of this paragraph (B)(6)(b)(iii) itself could adversely affect the status of the transaction as a Tax-Free Spin-Off (including without limitation the ability to obtain a favorable ruling from the Internal Revenue Service), then this paragraph (B)(6)(b)(iii) shall thereafter be null and void and no longer be deemed to be part of this Amended and Restated Certificate of Incorporation.

(iv) If at any time the outstanding shares of Class B Common Stock shall cease to represent at least 35% of the economic ownership represented by the aggregate number of shares of Common Stock then outstanding, then each share of Class B Common Stock shall automatically convert into one share of Class A Common Stock.

(v) The Corporation will provide notice of any automatic conversion of all outstanding shares of Class B Common Stock to holders of record as soon as practicable after the conversion; provided, however, that the Corporation may satisfy such notice requirement by providing such notice prior to conversion. Such notice shall be provided by mailing notice of such conversion first class postage prepaid, to each holder of record of the Common Stock, at such holder's address as it appears on the transfer books of the Corporation; provided, however, that no failure to give such notice nor any defect therein shall affect the validity of the automatic conversion of any shares of Class B Common Stock. Each such notice shall state, as appropriate, the following:

- (A) the automatic conversion date;
- (B) that all outstanding shares of Class B Common Stock are automatically converted;
- (C) the place or places where certificates for such shares are to be surrendered for conversion; and
- (D) that no dividends will be declared on the shares of Class B Common Stock converted after such conversion date.

Immediately upon such conversion, the rights of the holders of shares of Class B Common Stock as such shall cease and such holders shall be treated for all purposes as having

become the record owners of the shares of Class A Common Stock issuable upon such conversion; provided, however, that such Persons shall be entitled to receive when paid any dividends declared on the Class B Common Stock as of a record date preceding the time of such conversion and unpaid as of the time of such conversion, subject to paragraph (B)(6)(f) below.

(c) Prior to a Tax-Free Spin-Off, holders of shares of Class B Common Stock may (i) sell or otherwise dispose of or transfer any or all of such shares held by them, respectively, only in connection with a transfer which meets the qualifications of paragraph (B)(6)(d) below, and under no other circumstances, or (ii) convert any or all of such shares into shares of Class A Common Stock as provided in paragraph (B)(6)(a) above. Prior to a Tax-Free Spin-Off, no one other than those Persons in whose names shares of Class B Common Stock originally are registered on the stock ledger of the Corporation, or transferees or successive transferees who receive shares of Class B Common Stock in connection with a transfer which meets the qualifications set forth in paragraph (B)(6)(d) below, shall by virtue of the acquisition of a certificate for shares of Class B Common Stock have the status of an owner or holder of shares of Class B Common Stock or be recognized as such by the Corporation or be otherwise entitled to enjoy for his or her own benefit the special rights and powers of a holder of shares of Class B Common Stock.

Holders of shares of Class B Common Stock may at any and all times transfer to any Person the shares of Class A Common Stock issuable upon conversion of such shares of Class B Common Stock.

(d) Prior to a Tax-Free Spin-Off, shares of Class B Common Stock shall be transferred on the books of the Corporation and a new certificate therefor issued, upon presentation at the office of the Secretary of the Corporation (or at such additional place or places as may from time to time be designated by the Secretary of the Corporation) of the certificate for such shares, in proper form for transfer and accompanied by all requisite stock transfer tax stamps, only if such certificate when so presented shall also be accompanied by any one of the following:

(i) an affidavit from Celadon E-Commerce stating that such certificate is being presented to effect a transfer by Celadon E-Commerce of such shares to a successor of Celadon E-Commerce or Subsidiary Entity of Celadon E-Commerce; or

(ii) an affidavit from Celadon E-Commerce or a successor of Celadon E-Commerce stating that such certificate is being presented to effect a transfer by any Subsidiary Entity of Celadon E-Commerce or a successor of Celadon E-Commerce of such shares to Celadon E-Commerce or a successor of Celadon E-Commerce or another Subsidiary Entity of Celadon E-Commerce or a successor of Celadon E-Commerce; or

(iii) an affidavit from Celadon E-Commerce or a successor of Celadon E-Commerce stating that such certificate is being presented to effect a transfer by Celadon E-Commerce or a successor of Celadon E-Commerce of such shares to the stockholders of Celadon E-Commerce or a successor of Celadon E-Commerce in connection with a Tax-Free Spin-Off.

Each affidavit of a record holder furnished pursuant to this paragraph (B)(6)(d) shall be verified as of a date not earlier than five days prior to the date of delivery thereof, and, where such record holder is a corporation or partnership, shall be verified by an officer of the corporation or by a general partner of the partnership, as the case may be.

(e) Prior to the occurrence of a Tax-Free Spin-Off, each certificate for shares of Class B Common Stock shall bear a legend on the face thereof reading as follows:

"The shares of Class B Common Stock represented by this Certificate may not be transferred to any person or entity in connection with a transfer that does not meet the qualifications set forth in paragraph (B)(6)(d) of Article IV of the Amended and Restated Certificate of Incorporation of this Corporation and no person who receives such shares in connection with a transfer which does not meet the qualifications prescribed by paragraph (B)(6)(d) of said Article IV is entitled to own or to be registered as the record holder of such shares of Class B Common Stock and such shares will have been automatically converted into Class A Common Stock upon any such purported transfer. The record holder of this certificate may at any time convert such shares of Class B Common Stock into the same number of shares of Class A Common Stock. Each holder of this certificate, by accepting the same, accepts and agrees to all of the foregoing."

Upon and after the transfer of shares in a Tax-Free Spin-Off, shares of Class B Common Stock shall no longer bear the legend set forth above in this paragraph (B)(6)(e).

(f) Upon any conversion of shares of Class B Common Stock into shares of Class A Common Stock pursuant to the provisions of this paragraph (B)(6), any dividend, for which the payment date shall be subsequent to such conversion, which may have been declared on the shares of Class B Common Stock so converted shall be deemed to have been declared, and shall be payable, with respect to the shares of Class A Common Stock into or for which such shares of Class B Common Stock shall have been so converted, and any such dividend payable in Common Stock shall be deemed to have been declared, and shall be payable, in shares of Class A Common Stock.

(g) The Corporation shall not reissue or resell any shares of Class B Common Stock which shall have been converted into shares of Class A Common Stock pursuant to or as permitted by the provisions of this paragraph (B)(6), or any shares of Class B Common Stock which shall have been acquired by the Corporation in any other manner. The Corporation shall, from time to time, take such appropriate action as may be necessary to retire such shares and to

reduce the authorized amount of Class B Common Stock accordingly. The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, such number of shares of Class A Common Stock as would become issuable upon the conversion of all shares of Class B Common Stock then outstanding.

(h) In connection with any transfer or conversion of any stock of the Corporation pursuant to or as permitted by the provisions of this paragraph (B)(6) or in connection with the making of any determination referred to in this paragraph (B)(6):

(a) the Corporation shall be under no obligation to make any investigation of facts unless an officer, employee or agent of the Corporation responsible for making such transfer or determination or issuing Class A Common Stock pursuant to such conversion has substantial reason to believe, or unless the Board of Directors (or a committee of the Board of Directors designated for such purpose) determines that there is substantial reason to believe, that any affidavit or other document is incomplete or incorrect in a material respect or that an investigation would disclose facts upon which any determination referred to in paragraph (B)(6)(f) above should be made, in either of which events the Corporation shall make or cause to be made such investigation as it may deem necessary or desirable in the circumstances and have a reasonable time to complete such investigation; and

(b) neither the Corporation nor any director, officer, employee or agent of the Corporation shall be liable in any manner for any action taken or omitted in good faith.

C. The Corporation will not be required to pay any documentary, stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Class A Common Stock on the conversion of shares of Class B Common Stock pursuant to this paragraph (B)(6), and no such issue or delivery shall be made unless and until the Person requesting such issue has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

D. All rights to vote and all voting power (including, without limitation thereto, the right to elect directors) shall be vested exclusively in the holders of Common Stock, voting together as a single class, except as otherwise expressly provided in this Amended and Restated Certificate of Incorporation, in a Preferred Stock Designation or as otherwise expressly required by applicable law.

E. The Board of Directors is expressly authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock from time to time in one or more series with such distinctive voting powers, designations, preferences, rights, qualifications, limitations and restrictions of each such series as the Board of Directors

shall establish. The authority of the Board of Directors with respect to each such series shall include, without limiting the generality of the foregoing, the determination of any or all of the following:

1. the number of shares constituting such series and the distinctive designation of such series;
2. the extent, if any, to which the shares of such series shall have voting rights;
3. whether dividends, if any, with respect to such series shall be cumulative or noncumulative, the dividend rate or method of determining the dividend rate of such series, and the dates and preferences of dividends on such series;
4. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or upon any distribution of the Corporation's assets;
5. whether the shares of such series shall have conversion privileges and, if so, the terms and conditions of such conversion privileges, including a provision, if any, for adjustment of the conversion rate and for payment of additional amounts by holders of Preferred Stock of such series upon exercise of such conversion privileges;
6. whether or not the shares of such series shall be redeemable, and, if so, the price at and the terms and conditions upon which such shares shall be redeemable, and whether such series shall have a sinking fund for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund; and
7. any other preference and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, in each case as shall be determined from time to time by the Board of Directors and as shall be stated in a resolution or resolutions thereof providing for the issuance of such Preferred Stock (a "Preferred Stock Designation").

Except as may be provided by the Board of Directors in a Preferred Stock Designation or as required by law, shares of any series of Preferred Stock that have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible or exchangeable, have been converted into or exchanged for shares of stock of any other class or classes, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock. The number of authorized shares of the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative

vote of the holders of a majority of the Common Stock without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

ARTICLE V

Board of Directors:

A. Number of Directors. The number of directors of the Corporation shall be fixed from time to time solely by a resolution adopted by an affirmative vote of a majority of the total number of directors which the Corporation would have if there were no vacancies on the Board of Directors but in no event shall be less than three. The number of directors constituting the initial Board of Directors is five, and the persons who are to serve as director until the applicable annual meeting of stockholders or until their respective successors are elected and qualified are Stephen Russell, Robert V. Helms, Anthony Heyworth, Christopher S. Hines, and Kilin To. The mailing address of each is: c/o Truckers B2B.com, Inc., 9503 East 53rd Street, Indianapolis, Indiana 46236-4207.

B. Classes of Directors. The directors, other than those who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, designated Class I, Class II and Class III. The initial directors of each class are as follows:

<u>Name</u>	<u>Class</u>
Christopher S. Hines	Class I
Anthony Heyworth	Class II
Kilin To	Class II
Stephen Russell	Class III
Robert V. Helms	Class III

The directors of Class I shall hold office for a term expiring at the first annual meeting of the stockholders following the adoption of this Certificate of Incorporation. The directors of Class II shall hold office for a term expiring at the second annual meeting of the stockholders following the adoption of this Certificate of Incorporation. The directors of Class III shall hold office for a term expiring at the third annual meeting of the stockholders following the adoption of this Certificate of Incorporation.

Commencing with the first annual meeting of stockholders following the adoption of this Certificate of Incorporation, and at each subsequent annual meeting of stockholders, directors for each class whose term shall then expire shall be elected to hold office for a three

year term. In the case of an increase in the number of directors, the number of directors in each class shall be as nearly equal as possible. As to any directors added by increase in the number of directors prior to the first annual meeting of stockholders following the adoption of this Certificate of Incorporation, the class of such directors shall be designated by the then-current Board of Directors.

C. *Vacancies in Board of Directors.* Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors, or any vacancies in the Board of Directors resulting from death, resignation, disqualification, removal or other cause may be filled only by a majority vote of the directors then in office, even if less than a quorum, or by a sole remaining director; and any director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which he has been elected expires and until such director's successor shall have been duly elected and qualified.

ARTICLE VI

The By-laws of the Corporation may be adopted, amended or repealed by the Board of Directors or by the affirmative vote of not less than eighty percent (80%) of the aggregate voting power of the outstanding stock of the Corporation, except as and to the extent provided in this Certificate of Incorporation or in the By-laws.

ARTICLE VII

The Corporation shall not enter into any Transaction (as hereinafter defined) with or benefitting any Interested Stockholder (as hereinafter defined) unless (a) the Transaction has been approved by the affirmative vote of not less than eighty percent (80%) of the aggregate voting power of the outstanding stock of the Corporation or (b) the Continuing Directors (as hereinafter defined) by a two-thirds vote thereof have expressly approved the Transaction. Such affirmative vote shall be required notwithstanding the fact that no vote may be required or that a lesser percentage may be specified by law, the rules of any national securities exchange or otherwise. For these purposes:

The term "Affiliate" shall have the meaning ascribed to such term in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934 (the "Exchange Act"), as in effect on May 1, 2000.

The term "Continuing Director" shall mean a director who is not affiliated with an Interested Stockholder and either (i) was a member of the Board of Directors of the Corporation immediately prior to the time that such Interested Stockholder became an Interested Stockholder or (ii) was elected by or recommended for election by a majority

of the then Continuing Directors in office at the time such director was elected or nominated for election.

The term "Interested Stockholder" shall mean any person or group (other than (i) a trustee of an employee benefit plan of the Corporation, and (ii) a trustee of an employee benefit plan of an affiliate of the Corporation) who or which:

(a) is the beneficial owner of more than ten percent (10%) of the voting power of the Corporation (those of the foregoing terms which are defined in the rules under Section 13 of the Exchange Act shall have the same meanings as set forth in such rules); or

(b) is an assignee of or has otherwise succeeded to any shares of voting stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

When used in reference to the Corporation and any Interested Stockholder, the term "Transaction" shall mean:

1. any merger or consolidation of the Corporation or any direct or indirect majority-owned subsidiary of the Corporation (A) with such Interested Stockholder or (B) with any other corporation if the merger or consolidation is caused by such Interested Stockholder;

2. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), except proportionately as a stockholder of the Corporation, to or with such Interested Stockholder, or any Affiliate of any Interested Stockholder, whether as part of a dissolution or otherwise, of assets of the Corporation or of any direct or indirect majority-owned subsidiary of the Corporation, which assets have an aggregate market value equal to ten percent (10%) or more of either the aggregate market value of all the assets of the Corporation determined on a consolidated basis or the aggregate market value of all the outstanding stock of the Corporation;

3. any transaction involving the Corporation or any direct or indirect majority-owned subsidiary of the Corporation which has the effect, directly or indirectly, of increasing the proportionate share of the stock of any class or series, or securities convertible into the stock of any class or series, of the Corporation or of any such subsidiary which is owned by such Interested Stockholder, except (A) as a result of immaterial changes due to fractional share adjustments, (B) as a result of any

purchase or redemption of any shares of stock not caused, directly or indirectly, by such Interested Stockholder or (C) pursuant to the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into stock of the Corporation or any such subsidiary which securities were outstanding prior to the time that such Interested Stockholder became such;

4. any receipt by the Interested Stockholder of the benefit, directly or indirectly (except proportionately as a stockholder of the Corporation), of any loans, advances, guarantees, pledges or other financial benefits (other than those expressly permitted in subparagraph (iii) above) provided by or through the Corporation or any direct or indirect majority-owned subsidiary of the Corporation; or

5. the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Stockholder or any Affiliate of any Interested Stockholder.

A majority of the Continuing Directors of the Corporation shall have the power and duty to determine for the purposes of this Article VII, on the basis of information known to them after reasonable inquiry, (a) whether a person is an Interested Stockholder; (b) the number of shares of voting stock beneficially owned by any person; (c) whether a person is an Affiliate of another; and (d) whether the assets which are the subject of any Transaction have an aggregate market value equaling or exceeding 10% of the assets of the Corporation determined on a consolidated basis. A majority of the Continuing Directors shall have the further power to interpret all of the terms and provisions of this Article VII.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation; *provided, however*, that this Article VIII and Article V, Article VI, Article VII, Article IX, Article X, Article XI, Article XII, Article XIII, and Article XIV may be amended, altered or repealed, and any provision inconsistent therewith may be adopted, only by the affirmative vote of not less than eighty percent (80%) of the aggregate voting power of the outstanding stock of the Corporation.

ARTICLE IX

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation,

partnership, joint venture, trust, limited liability company or other enterprise (including an employee benefit plan) shall be indemnified by the Corporation to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan) and amounts paid in settlement incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters which arose prior to the adoption of this Article IX. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the By-laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law or otherwise. Notwithstanding the foregoing, the Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors.

The Corporation may, to the extent authorized from time to time by a majority vote of the disinterested directors, grant rights to indemnification to any incorporator, employee, partner, trustee, member or agent of the Corporation, or any person who is or was serving at the request of the corporation as an incorporator, employee, partner, trustee, member or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise (including an employee benefit plan), to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan) and amounts paid in settlement incurred by him in connection with such action, suit or proceeding.

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director; *provided, however,* that this provision does not eliminate the liability of any director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan or expense of any nature (including without limitation counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article X is in effect shall be deemed to be doing so in reliance on the provisions of this Article X and neither the amendment or repeal of this Article X nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article X shall apply to or

have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon or in connection with any acts or omissions of such director occurring prior to such amendment, repeal or adoption of an inconsistent provision. The provisions of this Article X are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

If the Delaware Code is hereafter amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware Code.

ARTICLE XI

At the annual meeting of stockholders only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the annual meeting of stockholders (i) by or at the direction of the Board of Directors or (ii) by a stockholder of the Corporation in accordance with the procedures set forth in the By-laws. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures set forth in this Certificate of Incorporation or in the By-laws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing, nothing in this Article XI shall be interpreted or construed to require the inclusion of information about any stockholder proposal in any proxy statement distributed by, at the direction of or on behalf of the Board of Directors.

ARTICLE XII

Special meetings of stockholders may be called only by such persons, and in accordance with such procedures, as set forth in the By-laws. At a special meeting of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the special meeting of stockholders by such persons, and in accordance with such procedures, as set forth in the By-laws. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures set forth in this Certificate of Incorporation or in the By-laws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

ARTICLE XIII

No action required or permitted to be taken at a meeting of the stockholders of the Corporation may be taken without a meeting, prior notice and a vote. No action by written consent of the stockholders shall be permitted or effective.

ARTICLE XIV

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as such court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, such compromise or arrangement or such reorganization shall, if sanctioned by the court to which such application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders, as the case may be, of the Corporation and also on the Corporation.

7. The foregoing Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, has executed this Amended and Restated Certificate and affirmed that the statements made herein are true under penalties of perjury this 30th day of June, 2000.

/s/ Robert V. Helms

Name: Robert V. Helms

Title: President and Chief

Executive Officer

September 26, 2002

WRITER'S DIRECT NUMBER: (317) 236-2472
internet:gridley@icemiller.com

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Box Assignment - FEE
Commissioner of Patents and Trademarks
Washington, D.C. 20231

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents and Trademarks, Washington, D.C. 20231 on 9/26/02
(Date of Deposit)

Stacy Ann Webb
Printed or typed name of the Person signing the Certificate

Stacy Ann Webb
Signature

September 26, 2002
Date of Signature

Re: Recordation of Name Change
 Mark: TRUCKERSCO-OP.COM
 Registration No.: 2,600,052
 Registered: July 30, 2002
 Owner: TruckersB2B, Inc.
 Our File No.: T02400-US-0 (18939.0001)

To Sir/Madam:

Attached hereto is a Form PTO-1594, Recordation Cover Sheet for Trademarks, together with a copy of the original document attesting to the name change of the owner from Truckersco-op.com, Inc. to TruckersB2B, Inc. and approved and filed by the Delaware Secretary of State's Office. Also enclosed is a check in the amount of \$40.00 for recordation of the name change as applied to the nine above-identified applications/registrations. You are hereby authorized to charge any underpayment of fees for this filing to Deposit Account No. 09-0007. When doing so, please refer to our client number 18939.0001.

Assistant of Commissioner
for Patents and Trademarks

September 26, 2002

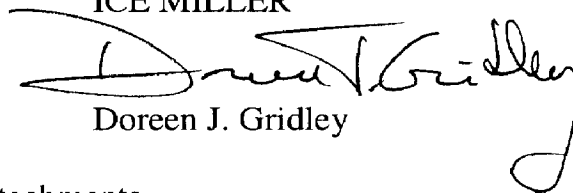
Page 2

To the best of the undersigned's knowledge and belief, the document submitted for recording is a true copy of the original document.

Please record the name change for the registration listed above at your earliest convenience. Please feel free to call the undersigned if you have any questions regarding this filing.

Sincerely,

ICE MILLER

A handwritten signature in black ink, appearing to read "Doreen J. Gridley". The signature is written in a cursive style with a large, sweeping initial "D".

Doreen J. Gridley

DJG/ckm

Enclosure: Form PTO-1594 and attachments
Check in the amount of \$40.00
Return Postcard

cc: Mr. Michael W. Dunlap
659393

TRADEMARK
REEL: 002593 FRAME: 0549

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

REVOCAION and APPOINTMENT OF POWER OF ATTORNEY

Re: TruckersB2B, Inc.
9503 East 33rd Street
Indianapolis, Indiana 46236


Applicant/Owner hereby revokes all previous powers of attorney or authorization of agents in the registrations identified below:

<u>Mark</u>	<u>U.S. Reg. No.</u>	<u>Reg. Date</u>
TRUCKERSCO-OP.COM	2,600,052	July 30, 2002

Applicant/Owner hereby appoints Chester L. Davis, Jr., Angela M. Fifelski, Alexander D. Forman, Russell E. Fowler, II, Doreen J. Gridley, Jason Landreth, John F. Prescott, Jr., Rachel St. Peter, Michael A. Swift, Jay G. Taylor, Thomas A. Walsh, and James D. Wood, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana 46282 to prosecute this application, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration and renewal certificates.

Send all correspondence to: Doreen J. Gridley, ICE MILLER, One American Square, Box 82001, Indianapolis, Indiana, 46282-0002.

TruckersB2B, Inc., Applicant/Owner

By:  Date: September 25, 2002
Name: MICHAEL DUNLAP Title: V.P.