

____ Other _____

2. Name and Address of receiving Party(ies):

Name: Penske Logistics Corp.

Internal Address: _____

Street Address: Route 10 and Pheasant Road

City: Reading

State: PA ZIP: 19607

Entity:

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

____ Yes X No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

- ____ Assignment ____ Change of Name
____ Security Agreement X Merger

Other _____

Execution Date: June 6, 2001

4. Application number(s) or registration number(s).
Additional sheet attached? Yes No
A. Trademark Appl. No.(s) _____ B. Trademark Reg. No.(s)
_____ 1,159,387; 1,158,823

Additional numbers attached? Yes No

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

Name: James W. McKee

Firm: Fay, Sharpe, Fagan,

Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41): \$ 65.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

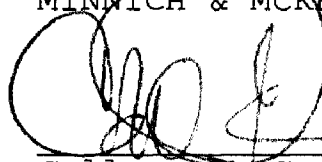
DO NOT USE THIS SPACE

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.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



June 26 2001

Date

Colleen F. Goss
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 7



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 MERGER, WHICH MERGES:

"PENSKE LOGISTICS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PENSKE LOGISTICS CORP." UNDER THE NAME OF "PENSKE LOGISTICS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 2001, AT 1:30 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

3390969 8100M

AUTHENTICATION: 1174173

010271102

DATE: 06-06-01

TRADEMARK
REEL: 002326 FRAME: 0708

J:\MYDOCUMENTS\CORPORATE\PL-DE-CERT OF MERGER\06/04/01



**CERTIFICATE OF MERGER
INTO
PENSKE LOGISTICS CORP.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Penske Logistics Corp. ("Surviving Corporation")	Delaware
Penske Logistics, Inc. ("Merged Corporation")	California

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the Surviving Corporation of the merger is PENSKE LOGISTICS CORP., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of PENSKE LOGISTICS CORP., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the Surviving Corporation, the address of which is Route 10 and Pheasant Road, Reading, Pennsylvania 19607.

SIXTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Penske Logistics, Inc.	Common	1,000	No Par Value

EIGHTH: That this Certificate of Merger shall be effective upon filing.

Dated: June 6, 2001

PENSKE LOGISTICS CORP.

By: 
 Wayne S. Angelbeck
 Vice President and Treasurer