

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
TNT FREIGHTWAYS CORPORATION**

**TNT FREIGHTWAYS CORPORATION, a corporation organized and existing under the laws of the State of Delaware, Does Hereby Certify As Follows:**

1. The name of the corporation is **TNT FREIGHTWAYS CORPORATION**. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 22, 1991, under the name of **235 Corporation**, and a Certificate of Amendment thereto was filed with the Secretary of State of the State of Delaware on July 30, 1991.

2. The Certificate of Incorporation is hereby amended and restated as authorized by Section 242 and Section 245 of the General Corporation Law of the State of Delaware to read as herein set forth in full:

**ARTICLE FIRST**

The name of the corporation is **TNT FREIGHTWAYS CORPORATION** (the "Corporation").

**ARTICLE SECOND**

The address of the registered office of the Corporation in the State of Delaware is **32 Loockerman Square (Suite L100), in the City of Dover, County of Kent 19901**. The name of the registered agent of the Corporation at such address is **The Prentice-Hall Corporation System, Inc.**

**ARTICLE THIRD**

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 FOURTH

(a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 million, of which 20 million shares shall be Preferred Stock, par value \$0.01 per share ("Preferred Stock"), and 80 million shares shall be Common Stock, par value \$0.01 per share ("Common Stock").

(b) The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, shares of any series of Preferred Stock which shall be issued and thereafter acquired by the Corporation through purchase, redemption, exchange, conversion or otherwise shall return to the status of authorized but unissued Preferred Stock.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting that series and the distinctive designation of that series;

(ii) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(iii) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights (including but not limited to the right of the holders of such shares to vote as a separate class acting alone or with the holders of one or more other series of Preferred Stock and the right to have more (or less) than one vote per share);

(iv) whether that series shall have conversion privileges, and, if so, the terms and conditions of such

conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) any other relative rights, preferences or limitations of that series.

(c) Except for and subject to those rights expressly granted to the holders of Preferred Stock, or any series thereof, by the Board of Directors, pursuant to the authority hereby vested in the Board of Directors or as provided by the laws of the State of Delaware, the holders of the Corporation's Common Stock shall have exclusively all rights of stockholders and shall possess exclusively all voting power. Each holder of Common Stock of the Corporation shall be entitled, on each matter submitted for a vote to holders of Common Stock, to one vote for each share of such stock standing in such holder's name on the books of the Corporation.

(d) Shares of Common Stock or Preferred Stock may be issued by the Corporation from time to time for such consideration, having a value of not less than the par value, if any, thereof, as is determined from time to time by the Board of Directors. Any and all shares issued and for which full consideration has been paid or delivered shall be deemed fully paid stock and the holder thereof shall not be liable for any further payment thereon.

(e) The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized.

ARTICLE FIFTH

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and its directors and stockholders, it is further provided that:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) The Board of Directors shall consist of not less than three nor more than twenty-one directors. The exact number of directors shall be determined from time to time by a resolution or resolutions adopted by the affirmative vote of a majority of the entire Board of Directors. The directors shall be divided into three classes. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. If the classes of directors are not equal in number, the Board of Directors shall determine which class shall contain an unequal number of directors.

(c) Upon, or as soon as practicable following, the filing of this Restated Certificate of Incorporation, the first class of directors shall be elected for a term to expire at the annual meeting next ensuing, the second class until the second annual meeting thereafter, and the third class until the third annual meeting thereafter. At each succeeding annual meeting of stockholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed in accordance with the terms of this Restated Certificate of Incorporation, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to the director's prior death, resignation, disqualification or removal from office. Any director or the entire Board of Directors may be removed for

cause by the affirmative vote of the holders of shares having at least a majority of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally on the election of directors and other matters required to be submitted for stockholder approval, voting together as a single class; provided, however, that for as long as TNT Limited, or any affiliate of TNT Limited, owns a majority of such outstanding shares of capital stock, any director or the entire Board of Directors may be removed in the manner described above with or without cause. Subject to the rights of the holders of any series of Preferred Stock, any newly created directorship and any other vacancy occurring on the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, except that the stockholders shall fill any vacancy resulting from the removal of a director by the stockholders. Any Director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of this predecessor.

(d) Unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

(e) Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of stockholders of the Corporation shall be given if required by, and in the manner provided in, the By-Laws. At any annual meeting or special meeting of stockholders of the Corporation, only such business shall be conducted as shall have been brought before such meeting in the manner provided in the By-Laws.

(f) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal from time to time the By-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware or this Restated Certificate of Incorporation, subject to the right of the stockholders of the Corporation entitled to vote with respect thereto to alter, amend or repeal the By-laws of the Corporation made by the Board of Directors:

(g) In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Restated Certificate of Incorporation and of the By-laws of the Corporation.

**ARTICLE SIXTH**

(a) To the fullest extent permitted by the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article SIXTH shall apply to or have any effect on the liability, or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(b) In addition to any requirements of law and any other provisions herein or in the terms of any class or series of capital stock having a preference over the Common Stock of the Corporation as to dividends or upon liquidation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of the holders of 75 percent or more of the voting power of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend, alter or repeal, or adopt any provision inconsistent with, any provision of this Article SIXTH.

**ARTICLE SEVENTH**


The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force or as may hereafter be added or inserted, in the manner now or hereafter prescribed by law and consistent with Article SIXTH as now in force; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Restated Certificate of Incorporation

in its present form or as hereafter amended  
are granted subject to the right reserved in this  
Article SEVENTH.

IN WITNESS WHEREOF, TNT FREIGHTWAYS CORPORATION,  
has caused this Restated Certificate of Incorporation to be  
signed by Mr. John Campbell Carruth, its President and Chief  
Executive Officer, and attested by its Secretary, and its  
corporate seal to be affixed hereto as of the 6th day of  
January, 1932.

TNT FREIGHTWAYS CORPORATION,

by

  
Name: John Campbell  
Carruth  
Title: President and  
Chief Executive Officer

ATTEST:

  
Name: B. Carlton Bailey  
Title: Secretary

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**

USFreightways Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of USFreightways Corporation resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of USFreightways Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is USF Corporation (the "Corporation").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon written waiver of notice signed by all stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said USFreightways Corporation has caused this certificate to be signed by Samuel K. Skinner, its President and CEO, this Second day of May, 2003.

USFreightways Corporation

By: /s/ Samuel K. Skinner  
President & CEO

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