

APPLICATION

A-00113003 F1 AM A

LAW OFFICES

WICK, STREIFF, MEYER, METZ & O'BOYLE, P.C.

HENRY M. WICK, JR.
CHARLES J. STREIFF
CARL F. MEYER
LEROY L. METZ, II
DAVID M. O'BOYLE
VINCENT P. SZELOGO
LUCILLE N. WICK
PATRICIA L. McGRAIL
RONALD J. RADEMACHER
JOHN M. SMITH

1450 TWO CHATHAM CENTER
PITTSBURGH, PA 15219-3427
(412) 765-1600
FACSIMILE
(412) 261-3783

3001 JACKS RUN ROAD
WHITE OAK, PA 15131-2507
(412) 664-4433

June 26, 1997

REC'D
JUL 01 1997
003448

Re: Professional Transportation, Inc. t/d/b/a Professional Carriers
Docket No.: A-00113003
Our File: 5999

TRANS

John G. Alford, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Dear Mr. Alford:

We enclose for filing with the Commission the original and one (1) copy of Application for Motor Carrier Certificate or Permit on behalf of Professional Transportation, Inc. t/d/b/a Professional Carriers.

There is also enclosed a check in the amount of \$350 payable to the Public Utility Commission for the application filing fee.

Please acknowledge receipt of the enclosed on the duplicate copy of this letter of transmittal and return it to the undersigned in the stamped, self-addressed envelope provided for that purpose.

Very truly yours,

WICK, STREIFF, MEYER,
METZ & O'BOYLE, P.C.

David M. O'Boyle
David M. O'Boyle

97 JUN 30 AM 9:17
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PROTHONOTARY'S OFFICE

DOB/mab
Enclosures

cc: Professional Transportation, Inc.
5999tr.997

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BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

3449

APPLICATION FOR MOTOR CARRIER CERTIFICATE OR PERMIT

(SEE INSTRUCTIONS BEFORE PREPARING APPLICATION)

In re: Application of Professional Transportation, Inc.,
t/d/b/a Professional Carriers, Inc.

APPLICATION DOCKET

No. A-00113003

Folder No.

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PROTHONOTARY'S OFFICE

97 JUN 30

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640456
F1 F2

for a certificate of public convenience or a permit
evidencing the Commission's approval of the right and
privilege of operating motor vehicles as a motor
carrier for the transportation of **PERSONS**.

(Check one only)

- Airport Transfer Service
- Call or Demand Service
- Group & Party Service
- Limousine Service
- Scheduled Route Service
- Paratransit Service

DOCKETED
 APPLICATION DOCKET
 JUL 11 1997
 ENTRY No. 12

TO PENNSYLVANIA PUBLIC UTILITY COMMISSION:

1. Professional Transportation, Inc.
(Full and correct name of applicant)

2. Professional Carriers
(Trade name, if any)

The trade name has been registered with the Secretary of the
(has or has not)

Commonwealth on May 27, 1995 (attach copy of stamped registration form).
(date)

3. 1700 Theater Drive P.O. Box 5205
(Business Street Address) (P.O. Box, if any)

Evansville, Vanderburgh, IN 47715 (812) 471-2440
(City) (County) (State) (Zip) (Telephone)

4. Applicant's attorney (for this application) is:
David M. O'Boyle, 1450 Two Chatham Center, Pittsburgh, PA 15219 (412) 765-1600
 (Name) (Address) (Telephone)

5. Any notice, process or order of the PUC should be served upon:
David M. O'Boyle, Wick, Streiff, Meyer, Metz & O'Boyle, 1450 Two Chatham Center,
 (Name) (Address) Pittsburgh, PA 15219

A-113003
F. 2 Am-A

DOCUMENT
 FOLDER

6. Applicant does hold Pa. PUC authority under Docket No. A-00113003
(does or does not)

and operates as a common carrier.
(common or contract)

7. Applicant does hold Interstate Commerce Commission authority
(does or does not)
at Docket No. _____.

8. Applicant is (check one):

Individual.

Partnership. Attach copy of partnership agreement and list names and addresses of partners below (use additional sheet if necessary).

(Name)	(Address)

Corporation. Organized under the laws of the State of Indiana and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on May 27, 1997 (Attach copy of Certificate of Incorporation or Authority and statement of charter purpose). Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder.

9. Attach the following, as appropriate (check those attached):

A Partnership Agreement.

B Trade Name registration form. See supplement to Paragraph 9B.

C Certificate of Incorporation or Authority. See supplement to Paragraph 9C.

D Statement of corporate charter purpose. See supplement to Paragraph 9D.

E List of corporate officers and stockholders. See supplement to Paragraph 9E.

F Map for Scheduled Route Service.

10. That the nature and character of the service to be rendered by applicant is the transportation of persons as a Common Contract carrier by means of motor vehicles as follows:

To transport, as a common carrier, rail carrier employees and their equipment and baggage, in paratransit service, for Norfolk Southern Corporation, between points in Pennsylvania.

11. Applicant is not now engaged in any intrastate transportation of persons for compensation in Pennsylvania (except as authorized by the certificates of public convenience or permits specified in Paragraph 6) and will not engage in the transportation for which approval is herein sought unless and until authorization for such transportation shall be received.

CORPORATE SEAL

Professional Transportation, Inc.
t/d/b/a Professional Carriers
(Print Name of Corporation, Partnership, Trade-Name
or Individual)*

By:



(Signature)

Robert S. Tevault, Vice President

(Signature)

(Signature)

*If a partnership, each partner must sign; if a corporation, at least one officer must sign, and corporate seal affixed.

THIS MUST BE COMPLETED BY NOTARY PUBLIC

AFFIDAVIT OF APPLICANT (Natural Person)

COMMONWEALTH OF PENNSYLVANIA :

_____ County : ss:

_____, being duly sworn (affirmed) according to law, deposes and says that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and he expects to be able to prove the same at the hearing hereof.

Signature of Affiant

Sworn and subscribed before me this _____

day of _____ 19 _____

My Commission Expires _____

Signature of Official Administering Oath

AFFIDAVIT OF APPLICANT (Corporation)

STATE OF INDIANA

~~COMMONWEALTH OF PENNSYLVANIA~~ :

VANDERBAUGH County : ss:

Robert S. Tevault, being duly sworn (affirmed) according to law, deposes and says that he is Vice President of Professional
(Office of Affiant)

Transportation, Inc.; that he is authorized to and does make this
(Name of Corporation)

affidavit for it; and that the facts above set forth are true and correct; or are true and correct to the best of his knowledge, information and belief and that he expects the said Professional Transportation, Inc. to be able to prove the same
(Name of Corporation)

at the hearing hereof.

Robert S. Tevault
Signature of Affiant

Sworn and subscribed before me this 16th

day of June 19 97

My Commission Expires Apr 10, 2001

Michelle A. Hanoman
Signature of Official Administering Oath

SUPPLEMENT TO PARAGRAPH 9B

Professional Transportation, Inc., t/d/b/a Professional Carriers

Attached hereto is a copy of the date stamped Application for Registration of Fictitious Name which registered with the Pennsylvania Corporation Bureau the trade name of Professional Carriers.

Microfilm Number _____

Filed with Department of State on MAR 27 1995

Entity Number 269-3

[Signature]
Secretary of the Commonwealth

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

DD-001-54311 (Rev. 90)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: PROFESSIONAL CARRIERS

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:
CONTRACT MOTOR CARRIER OF PASSENGERS,

3. The address, including number and street, if any, of the principal place of business of the business or other activity to be carried on under or through the fictitious name is (P.O. Box alone is not acceptable):

<u>5230 DIVISION ST</u>	<u>EVANSVILLE</u>	<u>IN</u>	<u>47715</u>	<u>VANDERBURGH</u>
Number and Street	City	State	Zip	County

4. The name and address, including number and street, if any, of each individual interested in the business is:

Name	Number and Street	City	State	Zip
<u>CONNIE S. ROMAIN</u>	<u>10500 WILMINGTON DR</u>	<u>EVANSVILLE</u>	<u>IN</u>	<u>47711</u>
<u>RONALD D. ROMAIN</u>	<u>10500 WILMINGTON DR.</u>	<u>EVANSVILLE</u>	<u>IN</u>	<u>47711</u>

5. Each entity, other than an individual, interested in such business is (are):

Name	Form of Organization	Organizing Jurisdiction	Principal Office Address	Pa. Registered Office, if any

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

PA DEPT OF STATE

MAR 27 1995

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this 15th day of MARCH, 19 95.

(Individual Signature)

(Individual Signature)

PROFESSIONAL TRANSPORTATION INC
(Name of Entity)

BY: *William J. Korman*

TITLE: *Pr.*

(Individual Signature)

(Individual Signature)

PROFESSIONAL TRANSPORTATION INC
(Name of Entity)

BY: *Walter E. Korman*

TITLE: *Sec.*

SUPPLEMENT TO PARAGRAPH 9C

Professional Transportation, Inc. t/d/b/a Professional Carriers

Attached hereto is a copy of the date stamped Application for Certificate of Authority which was filed by Professional Transportation, Inc. with the Pennsylvania Corporation Bureau.

9741-209

MAY 27 1997

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2750440

Shirley K...

Secretary of the Commonwealth *JO*

APPLICATION FOR CERTIFICATE OF AUTHORITY

DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is: PROFESSIONAL TRANSPORTATION, INC.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

NOT APPLICABLE

3. (If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

PROFESSIONAL CARRIERS

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

INDIANA

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

<u>1700 THEATER DRIVE</u>	<u>EVANSVILLE</u>	<u>IN</u>	<u>47715</u>	<u>VANDERBAUGH</u>
Number and Street	City	State	Zip	County

PA DEPT. OF STATE
APR 18 1997

PA DEPT. OF STATE
MAY 27 1997

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a)	<u>R.R. 1, Box 169H</u>	<u>Rome,</u>	<u>PA</u>	<u>18837</u>	<u>Bradford</u>
	<small>Number and Street</small>	<small>City</small>	<small>State</small>	<small>Zip</small>	<small>County</small>
(b)	<u>c/o: Terry Morgan</u>				<u>Bradford</u>
	<small>Name of Commercial Registered Office Provider</small>				<small>County</small>

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer thereof this 9th day of April, 1997.

PROFESSIONAL TRANSPORTATION, INC.
t/d/b/a PROFESSIONAL CARRIERS

(Name of Corporation)

BY: Robert S. Tevault
ROBERT S. (Signature) TEVAULT

TITLE: VICE PRESIDENT

STATE OF PENNSYLVANIA
DEPARTMENT OF REVENUE

UNANIMOUS WRITTEN CONSENT OF RESOLUTION
BY THE BOARD OF DIRECTORS OF
PROFESSIONAL TRANSPORTATION, INC.

The undersigned, being the Directors of Professional Transportation, Inc., hereinafter referred to as the "Corporation", an Indiana Corporation, acting pursuant to §1727(b) of the Pennsylvania Business Corporation Law of 1988, as amended, hereby adopts the following Resolution by Unanimous Written Consent.

WHEREAS, the name of Professional Transportation, Inc. is not available for use by the Corporation in the Commonwealth of Pennsylvania;

WHEREAS, §4123(b)(2) of the Pennsylvania Business Corporation Law of 1988, as amended, authorizes a foreign corporation to apply for a Certificate of Authority to operate within the Commonwealth of Pennsylvania under a fictitious name;

IT IS HEREBY RESOLVED, that Professional Transportation, Inc. shall adopt the fictitious name of Professional Carriers for use in transacting business in the Commonwealth of Pennsylvania.

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to take any and all action that might be required in order for the Corporation to conduct business in the Commonwealth of Pennsylvania under the fictitious name of Professional Carriers including, but not limited to, filing an Application for Certificate of Authority.

IN WITNESS HEREOF, the undersigned have executed this Unanimous Written Consent of Resolution by the Board of Directors as of the 9TH day of April, 1997.

Connie S. Romain
Connie S. Romain

Anna E. Romain
Anna Romain

SUPPLEMENT TO PARAGRAPH 9D

Statement of Corporate Charter Purpose

Attached hereto is a copy of the Articles of Incorporation for Professional Transportation, Inc. which set forth its corporate charter purpose.

ARTICLES OF INCORPORATION

OF

PROFESSIONAL TRANSPORTATION, INC.

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Business Corporation Law, as amended (such Act, as amended from time to time, and its successors are hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Professional Transportation, Inc.

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed are:

2.01. To provide transportation services for persons and products, interstate, intrastate and international, and to do all other things necessary, logical and ancillary thereto, and for the purpose of conducting such business to buy, sell and hold real and personal property in any state necessary for the proper conduct of its business and to do such other things and have such other and further powers as are necessary and incidental to the carrying out of the general business of the Corporation.

2.02. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

2.03. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, along, or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

2.04. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated and any interest therein.

2.05. To act in any State in which the Corporation is qualified to do business, as agent or representative for any

individual, association, corporation, or legal entity, respecting any business which the Corporation is authorized to transact.

2.06. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

2.07. To acquire, (by purchase, exchange, lease, hire or otherwise), all, or any part, of the good will, rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

2.08. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations, of others.

2.09. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business or transaction deemed necessary, convenient, or incidental to carry out of any purposes of the Corporation.

2.10. To purchase its own shares to the extent of unreserved capital surplus.

2.11. To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

2.12. To determine the amount of capital surplus and earned surplus and the amount allocated to each in mergers, consolidations or acquisitions.

2.13. To create, without restriction, rights or options to purchase any or all of its shares.

2.14. To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage on, or pledge, conveyance, or

assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

2.15. To acquire, (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Indiana, except that the Corporation shall not use its funds or other assets for the purchase of its shares of stock when such use would cause any impairment of the capital of the Corporation, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

2.16. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

2.17. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in or permitted under Act.

2.18. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Indiana, or by the provisions of these Articles of Incorporation.

2.19. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumerations shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of the sections or the scope of the general powers of the Corporation created thereby; nor shall the expression be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession or country any business, or exercise any powers, which

a corporation organized under the laws thereof could not carry on or exercise.

2.20. Nothing in this Article contained shall be construed to authorize the conduct by the Corporation of rural loan and savings associations, credit unions, or of banking, railroad, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business or of the business of receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidences of debt for circulation as money.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Office and Registered Agent

Section 1. Registered Office. The post office address of the registered office of the Corporation is 3700 E. Morgan Avenue, Evansville, Indiana 47715.

Section 2. Registered Agent. The name and address of the Registered Agent in charge of the Corporation's registered office is Connie Romain, 3700 E. Morgan Avenue, Evansville, Indiana 47715.

ARTICLE V

Terms of Shares

Section 1. Number.

The total number of shares which the Corporation has authority to issue is one thousand (1,000) without par value.

Section 2. Designation of Classes.

All the authorized shares of the Corporation shall be of one class only and be designated common stock. The common stock of the corporation shall in all other respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions as all other shareholders of common stock.

Section 3. Issuance and Consideration.

The common stock may be issued for such an amount of consideration as may be fixed from time to time by the Board of

Directors.

Section 4. Voting Rights.

At all times each holder of a share of common stock shall be entitled to cast one vote for each share of such stock standing in the shareholder's name on the corporation's books on matters of the corporation upon which the shareholder is entitled to vote.

Section 5. Dividends.

The Board of Directors shall have the power to declare and pay dividends on the outstanding shares of common stock to the extent permitted by the Act.

Section 6. Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of common stock shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

Section 7. No Pre-emptive Rights.

Shareholders shall have no pre-emptive rights to subscribe to or purchase any shares of Common Stock or other securities of the Corporation.

ARTICLE VI

Requirements Prior to Doing Business

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VII

Director(s)

Section 1. Number. The initial Board of Directors is composed of two (2) members. The number of directors shall be specified, from time to time, by the By-Laws of the Corporation. In the absence of a By-Law fixing the number of directors the number shall be number specified for the initial Board of Directors.

Section 2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial

Board of Directors of the Corporation are:

Connie Romain, 3700 E. Morgan Ave., Evansville, Indiana 47715
Anna Romain, 3700 E. Morgan Ave., Evansville, Indiana 47715

Section 3. Director of Purpose and Exercise of Powers. The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or these Articles of Incorporation, shall direct the carrying out of the purpose and exercise the powers of the Corporation, without previous authorization or subsequent approval by the Shareholders of the Corporation.

ARTICLE VIII

Incorporator(s)

The names and post office addresses of the incorporators of the Corporation are:

Paul J. Wallace, P.O. Box 1065, Evansville, Indiana 47706

ARTICLE IX

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Indemnification. Every person who is or was a Director, Officer, employee or incorporator of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Ind. Code Section 23-1-37-12 (as that section may be amended from time to time) to have met the standard of conduct specified in Ind. Code Section 23-1-37-8 (as that section may be amended from time to time). Upon demand for such indemnification, the Corporation shall proceed as provided in Ind. Code Section 23-1-37-12 (as that section may be amended from time to time) to determine whether such person is entitled to indemnification. Nothing contained in this section shall limit or preclude the exercise of any right relating to indemnification or or advance of expenses to any Director, Officer, employee or agent of the Corporation or the ability of the Corporation to otherwise indemnify or advance expenses to any Director, Officer, employee or agent.

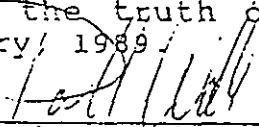
Section 2. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, partnership or association of which one or more of its Directors are shareholders, members, directors, officers, or

employees, or in which they are interested, or in which the Corporation is a member, shareholder, or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction, by a vote of a majority of the disinterested Directors present, notwithstanding the fact that such majority of the disinterested Directors present may not constitute a quorum, the majority of the Board of Directors, or a majority of the Directors present at the meeting at which the contract or transaction is considered. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 3. Code of By-Laws. The Board of Directors of the Corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the Code of By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Code of By-Laws.

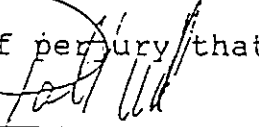
Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon Shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in ARTICLE VIII, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this D day of January, 1989.



Paul J. Wallace

I affirm under penalties of perjury that the facts contained herein are true.



Paul J. Wallace

SUPPLEMENT TO PARAGRAPH 9E

Professional Transportation, Inc. t/d/b/a Professional Carriers

The corporate officers and stockholders of Professional Transportation, Inc. are as follows:

Connie S. Romain - President and Stockholder

Robert S. Tevault - Vice President

Ronald D. Romain - Secretary/Treasurer - Stockholder



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

REFER TO OUR FILE

July 26, 1997

DAVID M O'BOYLE
ATTORNEY AT LAW
1450 TWO CHATHAM CENTER
PITTSBURGH PA 15219

In re: A-00113003, F. 1, Am-A - Application of Professional Transportationk
Inc., t/d/b/a Professional Carriers

Dear Sir:

The application cited above has been captioned as attached and will be submitted for review provided no protests are filed on or before August 18, 1997. If protests are filed, you will be advised as to further proceeding.

You are further advised that the above application will be published in the Pennsylvania Bulletin of July 26, 1997.

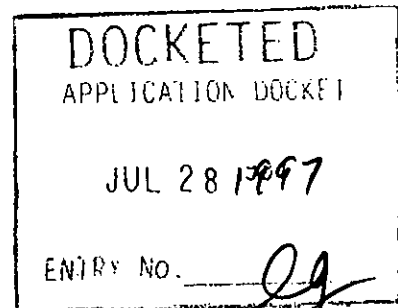
Very truly yours,

Peter S. Marzolf, Supervisor
Application Review Section
Bureau of Transportation & Safety

PSM:lg

cc: Applicant

PROFESSIONAL TRANSPORTATION INC
T A PROFESSIONAL CARRIERS
1700 THEATER DRIVE
EVANSVILLE IN 47715



A-00113003, F. 1, Am-A PROFESSIONAL TRANSPORTATION, INC., T/D/B/A
PROFESSIONAL CARRIERS (1700 Theater Drive, Evansville, IN 47715), a
corporation of the State of Indiana - railroad crews, in
paratransit service, for CSX Transportation, Inc., between points
in Pennsylvania: SO AS TO PERMIT the transportation of rail
carrier employees and their equipment and baggage, in paratransit
service, for Norfolk Southern Corporation, between points in
Pennsylvania. Attorney: David M. O'Boyle, 1450 Two Chatham
Center, Pittsburgh, PA 15219.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

SERVICE OF NOTICE OF MOTOR CARRIER APPLICATIONS

Published in Pennsylvania Bulletin _____

JUL 26 1997

BUREAU OF TRANSPORTATION AND SAFETY
COMMON CARRIER
JULY 1997

A-00113003
F. 1
Am-A

Application of Professional Transportation, Inc., t/d/b/a Professional Carriers, a corporation of the State of Indiana, for amendment to its common carrier certificate, which grants the right, to transport, by motor vehicle, railroad crews, in paratransit service, for CSX Transportation, Inc., between points in Pennsylvania: SO AS TO PERMIT the transportation of rail carrier employees and their equipment and baggage, in paratransit service, for Norfolk Southern Corporation, between points in Pennsylvania.

TLZ:tz

7/11/97

Application Received: June 30, 1997

Application Docketed: July 11, 1997

AUG 18 1997

Protests due _____

