



RECEIVED

2017 JAN 30 AM 10:35

PA P.U.C.  
SECRETARY'S BUREAU

January 25, 2017

Secretary  
Pennsylvania Public Utility Commission  
P.O Box 3265  
Harrisburg PA 17105-3265

Dear Sir/Madam secretary :

Please use this letter as an affidavit for change of our Corporation name.

Isaac's Relocation Service, Inc., PUC # A-00110007, has change its name to Isaac's Moving and Storage, Inc. The change was in effect as of December 21, 2007.

There have been no changes in ownership or control of the business

Also our new address is 4309 G Street, Philadelphia, PA 19124.

Enclosed please find a copy of the approved filing with the Pennsylvania Department of State. Should you any questions, please call me directly @ 800-642-3562 Ext 935.

Thank you,

A handwritten signature in cursive script, appearing to read "Ami Joseph".

Ami Joseph  
Vice president/ Treasurer

VERIFICATION

I, ANN JOSEPH, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief) and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities).

Ann Joseph  
Signature

1/25/2017  
Date

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 **COPY**

Entity #: 2056259  
Date Filed: 12/27/2007  
Pedro A. Cortés  
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation**  
(15 Pa.C.S.)

- Business Corporation (§ 1915)  
 Nonprofit Corporation (§ 5915)

Name  
**M. BURR KEIM COMPANY**

Address  
**2021 ARCH STREET**

City State Zip Code  
**PHILADELPHIA, PA 19103**

Document will be returned to the name and address you enter to the left.

Commonwealth of Pennsylvania  
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



T0756147188

Fee: \$70

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In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
**ISAAC'S RELOCATION SERVICE, INC.**

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County  
**614 South 8th Street, #298, Philadelphia, PA 19147 Philadelphia**

(b) Name of Commercial Registered Office Provider County  
**c/o**

3. The statute by or under which it was incorporated: **PA Business Corporation Law of 1988**

4. The date of its incorporation: **October 21, 1991**

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

2007 DEC 27 AM 10:40

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

The name of the corporation is: ISAAC'S MOVING & STORAGE, INC.

The address of the registered office is: 4309 G Street, Philadelphia, PA 19124

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

24 day of December

2007

ISAAC'S RELOCATION SERVICE, INC.

Name of Corporation

Signature

Ani Joseph, Treasurer

Title

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

The name of the corporation is: ISAAC'S MOVING & STORAGE, INC.

The address of the registered office is: 4309 G Street, Philadelphia, PA 19124

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

24 day of December,  
2007.

ISAAC'S RELOCATION SERVICE, INC.

Name of Corporation

Ami J.

Signature

Ami Joseph, Treasurer

Title

UNANIMOUS CONSENT IN LIEU OF  
SPECIAL MEETING OF BOARD OF DIRECTORS  
ISAAC'S RELOCATION SERVICE, INC.

THE UNDERSIGNED, being all of the directors of the above named corporation, do hereby adopt the following preamble and resolution by written consent to the same extent as though such action had been authorized at a special meeting of the Board of Directors held pursuant to notice:

WHEREAS it is the desire of the Board of Directors that the name and the registered office address be changed, it is therefore

RESOLVED, That the Articles of Incorporation be amended in part to read as follows:

"The name of the corporation is:

ISAAC'S MOVING & STORAGE, INC."

And, "The address of the registered office is:

4309 G Street, Philadelphia, PA 19124"

FURTHER RESOLVED, That the proper officers of the corporation are hereby directed to execute and file the Articles of Amendment with the Department of State of the Commonwealth of Pennsylvania.

Dated: 12/24/07

---

UNANIMOUS CONSENT IN LIEU OF  
SPECIAL MEETING OF BOARD OF DIRECTORS  
ISAAC'S RELOCATION SERVICE, INC.

THE UNDERSIGNED, being all of the directors of the above named corporation, do hereby adopt the following preamble and resolution by written consent to the same extent as though such action had been authorized at a special meeting of the Board of Directors held pursuant to notice:

WHEREAS it is the desire of the Board of Directors that the name and the registered office address be changed, it is therefore

RESOLVED, That the Articles of Incorporation be amended in part to read as follows:

"The name of the corporation is:

ISAAC'S MOVING & STORAGE, INC."


And, "The address of the registered office is:


4309 G Street, Philadelphia, PA 19124"

FURTHER RESOLVED, That the proper officers of the corporation are hereby directed to execute and file the Articles of Amendment with the Department of State of the Commonwealth of Pennsylvania.

Dated:

12/24/07

  
Ami Joseph

  
Yizhaq Edry

PA P.U.C.  
SECRETARY'S BUREAU

2017 JAN 30 AM 10:35

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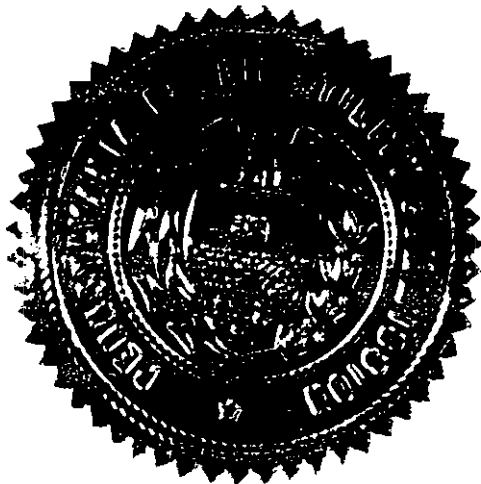
# PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-00110007 F.2

Isaac's Relocation Service, Inc.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval to operate as a motor carrier.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 14th day of February, 2001 .



*James F. McQuilty*

Secretary



--oo00oo--

ISAAC'S MOVING & STORAGE, INC.

--oo00oo--

--oo00oo--

C O R P O R A T E R E C O R D S

--oo00oo--

--oo00oo--

ARTICLES  
FILED  
October 21, 1991

--oo00oo--

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PA P.U.C.  
SECRETARY'S BUREAU

Filed in the Department of  
State on **OCT 21 1991**

*[Signature]*  
Deputy Secretary of the Commonwealth

ARTICLES OF INCORPORATION

OF

ISAAC'S MOVING & STORAGE, INC.

The undersigned, being a natural person of the age of 18 years or older, does hereby act as incorporator for the purpose of incorporating a business corporation under the Business Corporation Law of 1988.

FIRST: The name of the corporation (hereinafter called the "corporation") is ISAAC'S MOVING & STORAGE, INC.

SECOND: The address of initial registered office of the corporation in the Commonwealth of Pennsylvania is 614 South 8th Street, #298, in the City and County of Philadelphia 19147.

THIRD: The corporation is incorporated under the Business Corporation Law of 1988.

FOURTH: The aggregate number of shares that the corporation shall have authority to issue is fifteen thousand (15,000), all of which are without par value, and all of which are Common shares.

FIFTH: The name and the address, including street and number, of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS N. STERN	225 South 15th Street Philadelphia, PA 19102

FOR OFFICE USE ONLY

91 OCT 21 PM 3:31  
PA DEPT. OF STATE

SIXTH: The corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Business Corporation Law of 1988.

SEVENTH: 1. The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Business Corporation Law of 1988, as the same may be amended and supplemented.

2. The corporation shall, to the fullest extent permitted by the provisions of the Business Corporation Law of 1988, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

Signed on October 18, 1991

  
\_\_\_\_\_  
DOUGLAS N. STERN, INCORPORATOR

DOCKETING STATEMENT OSCB:15-134A (Rev 90)  
DEPARTMENTS OF STATE AND REVENUE

FILING FEE: NONE

BUREAU USE ONLY:

Dept. of State Entity Number \_\_\_\_\_

Revenue Box Number \_\_\_\_\_

Filing Period \_\_\_\_\_ Date 3 4 5 \_\_\_\_\_

SIC \_\_\_\_\_ Report Code \_\_\_\_\_

This form (file in triplicate) and all accompanying documents shall be mailed to:  
COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Check proper box

- Pa. Business-stock      \_\_\_ Pa. Business-nonstock      \_\_\_ Pa. Business-Management      \_\_\_ Pa. Professional
- \_\_\_ Pa. Business-statutory close      \_\_\_ Pa. Business-cooperative      \_\_\_ Pa. Nonprofit-stock      \_\_\_ Pa. Nonprofit-nonstock
- \_\_\_ Foreign-business      \_\_\_ Foreign-nonprofit      \_\_\_ Motor Vehicle for Hire
- \_\_\_ Foreign-Certificate of Authority to D/B/A \_\_\_\_\_

Corporation registering as a result of (check box):

- Incorporation (Pa.)      \_\_\_ Domestication      \_\_\_ Consolidation
- \_\_\_ Authorization of a foreign corporation      \_\_\_ Division      \_\_\_ Summary of Record

1. Name of corporation ISAAC'S MOVING & STORAGE, INC.

2. Location of (a) initial registered office in Pa. or (b) the name and county of the commercial registered office provider:

(a) 614 South 8th Street, #298, Philadelphia, PA 19147, Philadelphia

Number and Street/PO number and Box	City	State	Zip code	County
-------------------------------------	------	-------	----------	--------

(b) c/o: \_\_\_\_\_

Name of commercial registered office provider	County
---	--------

3. State or Country of Incorporation: Pennsylvania      4. Specified effective date, if applicable: \_\_\_\_\_

5. Federal Identification Number: \_\_\_\_\_

6. Describe principal Pa. activity to be engaged in, within one year of this application date:  
Moving and storage business of personal property

7. Names, residences and social security numbers of the chief executive officer, secretary and treasurer:

Name	Address	Title	Social Security #
<u>Yizhaq Edry</u>	<u>12 Tremont Street Brighton MA 02135</u>	<u>President/Secretary</u>	
<u>Ami Joseph</u>	<u>12 Tremont Street Brighton MA 02135</u>	<u>Treasurer</u>	

If professional corporation, include officer's professional license numbers with the respective Pennsylvania Professional Board.

## 8. Location of principal place of business:

614 South 8th Street, #298, Philadelphia, Pennsylvania 19147

Number and Street/PO number and Box

City

State

Zip Code

## 9. Mailing address if different than #8 (Location where correspondence, tax report form, etc. are to be sent):

same

Number and Street/PO number and Box

City

State

Zip Code

## 10. Act of General Assembly or authority under which you are organized or incorporated (Full citation of statute or other authority; attach a separate sheet if more space is required):

Pennsylvania Business Corporation Law of 1988

## 11. Date and state of incorporation or organization (foreign corporation only):

## 12. Date business started in Pa. (foreign corporation only):

13. Is the corporation authorized to issue capital stock?  YES  NO

## 14. Corporation's fiscal year ends: June 30th

This statement shall be deemed to have been executed by the individual who executed the accompanying submittal. See 18 Pa.C.S. §4904 (relating to unsworn falsification to authorities).

## Instructions for Completion of Form:

- A. A separate completed set of copies of this form shall be submitted for each entity or registration resulting from the transaction.
- B. The Bureau of Corporation Taxes in the Pa. Department of Revenue should be notified of any address changes. Notification should be sent to the Processing Division, Bureau of Corporation Taxes, Pa. Department of Revenue, Dept. 280705, Harrisburg, PA 17128-0705
- C. All Pa. corporate tax reports, except those for motor vehicle for hire, must be filed with the Commonwealth on the same fiscal basis as filed with the U.S. government. Motor vehicle for hire, i.e., gross receipts tax reports, must be filed on a calendar year basis only.

Office Number \_\_\_\_\_

9369-1217

Filed with the Department of State on OGT 21 1993

File Number 205 6269

*[Handwritten Signature]*

Secretary of the Commonwealth

### ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15:1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: ISAAC'S MOVING & STORAGE, INC.

(a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>614 S. 8TH ST. #298</u>	<u>PHILADELPHIA, PA</u>	<u>19147</u>	<u>PHILADELPHIA</u>
Number and Street	City	State	Zip

Name of Commercial Registered Office Provider \_\_\_\_\_ County \_\_\_\_\_

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.

The statute by or under which it was incorporated is: BUSINESS CORPORATION LAW OF 1988

The date of its incorporation is: 10-21-91

check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

THE NAME OF THE CORPORATION SHALL BE CHANGED TO:

Isaac's Relocation Service, Inc.

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.



BYLAWS  
OF  
ISAAC'S MOVING & STORAGE, INC.  
(a Pennsylvania corporation)

---

ARTICLE I  
SHAREHOLDERS

1. SHARE CERTIFICATES. Certificates representing shares shall set forth thereon the statements prescribed by Section 1528 of the Business Corporation Law of 1988 and by any other applicable provision of law, shall be executed, by facsimile or otherwise, by the President or a Vice-President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, or by any other officer or officers authorized to do so by the Board of Directors.

2. FRACTIONAL SHARE INTERESTS OR SCRIP. The corporation may but shall not be required to create and issue fractions of a share, either represented by a certificate or uncertificated, which, unless otherwise provided in the articles of incorporation, shall represent proportional interests in all the voting rights, preferences, limitations, and special rights, if any, of full shares. If the corporation creates but does not provide for the issuance of fractions of a share, it shall: (1) arrange for the disposition of fractional interests by those entitled thereto; (2) pay in money the fair value of fractions of a share determined at the time and in the manner provided in the plan, amendment, or resolution of the Board providing for the creation of the fractional interests; or (3) issue scrip or other evidence of ownership, in registered form (either represented by a certificate or uncertificated) or in bearer form (represented by a certificate), entitling the holder to receive a full share upon the surrender of the scrip or other evidence of ownership aggregating a full share, or the transfer of uncertificated scrip aggregating a full share, but which shall not, unless otherwise provided therein or with respect thereto, entitle the holder to exercise any voting right, to receive dividends or to participate in any of the assets of the corporation in the event of

liquidation. The scrip or other evidence of ownership may be issued subject to the condition that it shall become void if not exchanged for full shares before a specified date; or subject to the condition that the shares for which the scrip or evidence of ownership is exchangeable may be sold and the proceeds thereof distributed to the holders of the scrip or evidence of ownership, or subject to any other conditions that the corporation deems advisable.

3. SHARE TRANSFERS. Upon compliance with provisions restricting the transferability of shares, if any, transfers of shares of the corporation shall be made only on the transfer books for shares of the corporation by the record holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes due thereon.

4. RECORD DATE FOR SHAREHOLDERS. The corporation may fix a time prior to the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of, or to vote at, the meeting, which time, except in the case of an adjourned meeting, shall be not more than ninety days prior to the date of the meeting of shareholders. Only shareholders of record on the date fixed shall be so entitled notwithstanding any transfer of shares on the books of the corporation after any record date fixed as provided in this Section. The Board of Directors may similarly fix a record date for the determination of shareholders of record for any other purpose. When a determination of shareholders of record has been made as provided in this Section for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting.

If a record date is not fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be



the close of business on the day on which the first written consent or dissent is filed with the Secretary of the corporation; (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

5. CERTIFICATION BY NOMINEE. The Board of Directors may adopt a procedure pursuant to the provisions of Section 1763 of the Business Corporation Law of 1988 whereby a shareholder may certify in writing to the corporation that all or a portion of the shares registered in the name of the shareholder are held for the account of a specified person or persons.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of shareholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "shareholder" or "shareholders" refers to an outstanding share or shares and to a holder or holders of record of outstanding shares when the corporation is authorized to issue only one class of shares, and said reference is also intended to include any outstanding share or shares and any holder or holders of record of outstanding shares of any class upon which or upon whom the articles of incorporation confer such rights where there are two or more classes or series of shares or upon which or upon whom the Business Corporation Law of 1988 confers such rights notwithstanding that the articles of incorporation may provide for more than one class or series of shares, one or more of which are limited or denied such rights thereunder.

7. SHAREHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date fixed, from time to time, by the directors, provided, that at least one meeting of the shareholders shall be held in each calendar year for the election of directors. A special meeting shall be held on the date fixed by the directors except when the Business Corporation Law of 1988 confers the right to fix the date upon a shareholder or shareholders. An adjournment or adjournments of any duly organized annual or special meeting may be taken, provided, that any meeting at which directors are to be elected shall be adjourned only from day to day or for such longer periods not exceeding fifteen days each as the shareholders who are

present and entitled to vote shall direct, until the directors have been elected.

- PLACE. Annual meetings and special meetings shall be held at such place, within or without the Commonwealth of Pennsylvania, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, or, whenever shareholders entitled to call a special meeting shall call the same, the meeting shall be held at the registered office of the corporation in the Commonwealth of Pennsylvania.

- CALL. The annual meeting may be called by the directors or the President or by any officer instructed by the directors or the President to call the meeting, or if, in any calendar year, an annual meeting shall not be called by the directors or by any authorized officer and shall not be held, any shareholder may call any such meeting at any time thereafter. A special meeting may be called by the directors or the President or by any officer instructed by the directors or the President to call the meeting or by the shareholders whenever the Business Corporation Law of 1988 confers such right upon them.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written notice of every meeting of the shareholders shall be given by, or at the direction of, the Secretary or other authorized person and shall state the place, day, and hour of the meeting and any other information required by any provision of the Business Corporation Law of 1988. The notice of a special meeting shall state the general nature of the business to be transacted. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the provisions of the Business Corporation Law of 1988 or the articles of incorporation or these Bylaws the shareholders' meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose. Written notice of any meeting shall be given to a shareholder personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified, telex or TWX (with answerback received) or courier service, charges prepaid, or by telecopier, to his address (or to his telex, TWX, telecopier, or telephone number) appearing on the books of the corporation, at least five days before the date of the meeting, unless any provision of the Business Corporation Law of 1988 shall prescribe a greater elapsed period of time. If a meeting is adjourned it shall not be

necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless the Board of Directors fixes a new record date for the adjourned meeting. Whenever any written notice is required to be given to any shareholder or shareholders under the Business Corporation Law of 1988 or the articles of incorporation or these Bylaws, a waiver thereof in writing, signed by the shareholder or shareholders, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this Section neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. In the case of a special meeting of shareholders, the waiver of notice shall specify the general nature of the business to be transacted. The attendance of a shareholder at a meeting shall constitute a waiver of notice by him except where he attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

- VOTING LISTS. The officer or agent having charge of the transfer books for shares of the corporation shall make, before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. The list shall be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof, except as otherwise provided by the Business Corporation Law of 1988. The original share register or transfer book, or a duplicate thereof kept in the Commonwealth of Pennsylvania, shall be prima facie evidence as to who are the shareholders entitled to examine the list or share register or transfer book, or to vote at any meeting of shareholders.

- CONDUCT OF MEETING. Meetings of the shareholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the shareholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant

Secretary is present the Chairman of the meeting shall appoint a secretary of the meeting.

- PROXY REPRESENTATION. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person to act for him by proxy. The presence of, or vote or other action at a meeting of shareholders, or the expression of consent or dissent to corporate action in writing, by a proxy of a shareholder shall constitute the presence of, or vote or action by, or written consent or dissent of the shareholder for the purposes of this Section. Where two or more proxies of a shareholder are present, the corporation shall, unless otherwise expressly provided in the proxy, accept as the vote of all shares represented thereby the vote cast by a majority of them and, if a majority of the proxies cannot agree whether the shares represented shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among those persons. Every proxy shall be executed in writing by the shareholder or by his duly authorized attorney-in-fact and filed with the Secretary of the corporation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the corporation. An unrevoked proxy shall not be valid after three years from the date of execution unless a longer time is expressly provided therein. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the Secretary of the corporation. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the share itself or an interest in the corporation generally.

- JUDGES OF ELECTION. In advance of any meeting of shareholders, the Board of Directors may appoint judges of election, who need not be shareholders, to act at the meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of the meeting may, and on the request of any shareholder shall, appoint judges of election at the meeting. The number of judges shall be one or three. A person who is a candidate for office to be filled at the meeting shall not act as a judge.

In case any person appointed as a judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting or at the meeting by the presiding officer thereof. The judges of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity, and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The judges of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three judges of election, the decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all.

On request of the presiding officer of the meeting, or of any shareholder, the judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

- QUORUM. A shareholders' meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence at a duly organized meeting of the shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast on a particular matter shall constitute a quorum for the purpose of considering the matter. The shareholders so present can continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, provided, however, that those shareholders entitled to vote who attend a meeting called for the election of directors that has been previously adjourned for lack of a quorum, shall nevertheless constitute a quorum for the purpose of electing directors, although less than a quorum as fixed in this Section, and provided that those shareholders entitled to vote who attend a meeting of shareholders that has been previously adjourned for one or more periods aggregating at least fifteen days because of an absence of a quorum although less than a

quorum as fixed in this Section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those shareholders who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

- VOTING. Except in elections for directors, and except as the Business Corporation Law of 1988 shall otherwise provide, whenever any corporate action is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast at a duly organized meeting of shareholders by the holders of shares entitled to vote thereon. In each election for directors, the candidates receiving the highest number of votes shall be elected.

8. TELEPHONE PARTICIPATION. One or more shareholders may participate in a meeting of the shareholders by means of conference telephone or similar communications equipment by means of which all shareholders participating in the meeting can hear each other.

9. INFORMAL ACTION. Subject to the requirements of Section 1766 of the Business Corporation Law of 1988 any action required or permitted to be taken at a meeting of the shareholders or of a class of shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. Action so taken, shall be signed by all of the shareholders and shall be filed with the Secretary of the corporation; or, if the articles of incorporation so provide, less than all of the shareholders may take written action without a meeting subject to the conditions prescribed by Section 1766 of the Business Corporation Law of 1988.

10. FINANCIAL STATEMENTS. The Board of Directors shall furnish the shareholders with the financial statements specified in Section 1564 of the Business Corporation Law of 1988, except as otherwise provided by that Section.

## ARTICLE II

### BOARD OF DIRECTORS

1. FUNCTIONS GENERALLY. Unless otherwise provided by statute, all powers enumerated in Section 1502 of, and elsewhere in, the Business Corporation Law of 1988 or otherwise vested by law in a business corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors. The Board of Directors shall have the authority to fix the compensation of directors for their services and a director may be a salaried officer of the corporation.

2. QUALIFICATIONS AND NUMBER. Each director shall be a natural person of full age. A director need not be a shareholder, a citizen of the United States, or a resident of the Commonwealth of Pennsylvania. The initial Board of Directors shall consist of two persons. Except for the first Board of Directors, such number may be fixed from time to time by action of the shareholders or of the directors, or, if the number is not so fixed, the number shall be two. The number of directors may be increased or decreased by action of shareholders or of the directors.

3. ELECTION AND TERM. The first Board of Directors shall consist of the directors selected by the incorporator. Each initial director shall hold office until the first annual meeting of shareholders and until his successor has been selected and qualified or until his earlier death, resignation, or removal. Thereafter, each director who is selected at an annual meeting of shareholders, and each director who is selected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified or until his earlier death, resignation, or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

#### 4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- PLACE. Meetings shall be held at such place within or without the Commonwealth of Pennsylvania as shall be fixed by the Board.

- CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, of the President, or of a majority of the directors in office.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. The notice of any meeting need not specify the business to be transacted at, or the purpose of, the meeting. Any requirement of furnishing a written notice shall be waived by any director who signs a waiver of notice in writing before or after the time stated therein, or who attends the meeting except for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

- QUORUM AND ACTION. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as may be otherwise provided by the Business Corporation Law of 1988, acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

- CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS BY SHAREHOLDERS. The entire Board of Directors or any individual director may be removed from office in accordance with the provisions of



Section 1726 of the Business Corporation Law of 1988. In case the entire Board or any one or more directors be so removed, new directors may be elected at the same meetings.

6. COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the directors in office establish one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. Any such committee, to the extent provided in such resolution, shall have and may exercise all of the powers and authority of the Board of Directors, except that a committee shall not have any power or authority as to any matter in respect of which the Business Corporation Law of 1988 prohibits the delegation of power or authority to a committee. In the absence or disqualification of a member and alternate member or members of a committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member. No provision of this Article shall be construed as purporting to negate the provisions of subsection (c) of Section 1731 of the Business Corporation Law of 1988.

7. INFORMAL ACTION. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the Secretary of the corporation.

8. TELEPHONE PARTICIPATION. One or more directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

9. PERSONAL LIABILITY. The personal liability of the directors of the corporation is eliminated to the fullest extent permitted pursuant to the provisions of the Business Corporation Law of 1988 and Section 8364 of Title 42, Pennsylvania Consolidated Statutes, as the same may be amended and supplemented.

10. INDEMNIFICATION. The corporation shall to the fullest extent permitted by the provisions of the Business Corporation Law of 1988 and Section 8365 of Title 42, Pennsylvania Consolidated Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

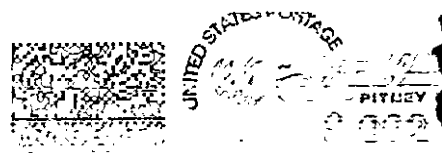
### ARTICLE III

#### OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer, and may have such other officers and assistant officers as the Board of Directors shall authorize from time to time. The President and the Secretary shall be natural persons of full age. The Treasurer may be a corporation, but, if a natural person, shall be of full age. The Board of Directors shall elect and fix the compensation of all officers and assistant officers. Unless the Board shall otherwise require, it shall not be necessary for any of the officers of the corporation to be directors. Any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all of the officers by bond or otherwise.

The Board of Directors, as soon as may be after its election in each year, shall elect or appoint a President, a Secretary, and a Treasurer, and from time to time may appoint one or more Vice Presidents and such Assistant Secretaries, Assistant Treasurers, and such other officers, agents, and employees as it may deem proper. The term of office of all officers shall be one year and until their respective successors are elected and qualify or until their earlier death, resignation, or removal.

Isaac's Moving + Storage  
181 Campanelli Parkway  
Stoughton, MA 02072



Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265  
Attn: Secretary