

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

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*****70.00 *****70.00

UPS AUTOSTISTICS, Inc

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

**Please Return Extra
Copies File Stamped
To:
Jeffrey Butterfield**

Thank You!

8 per

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. UPS Autogistics, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 58-2513265
(FEI number, if applicable)

4. January 31, 2000
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 31, 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 55 Glenlake Parkway, NE, Atlanta, Georgia 30028

(Current mailing address)

8. See Attached.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

JENNIFER FAULTMAN
ASSISTANT SECRETARY
(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael L. Eskew

Address: 55 Glenlake Parkway, NE
Atlanta, Georgia 30028

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

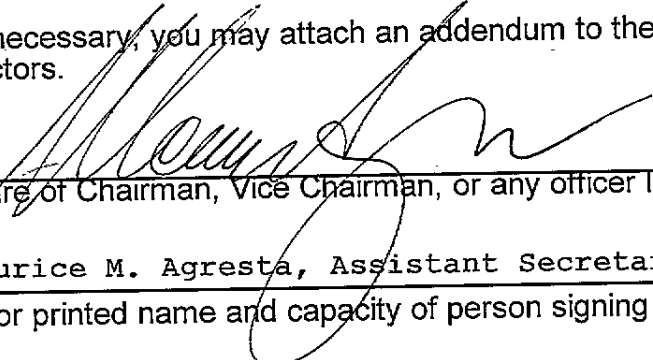
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Maurice M. Agresta, Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
UPS Autogistics, Inc.**

1. Michael L. Eskew
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
2. Peter Fredo
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
3. Allen Hill
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
4. David Howe
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
5. James McKern
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
6. Daniel P. DiMaggio
55 Glenlake Parkway, NE
Atlanta, Georgia 30028

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**UPS AUTOGISTICS PURPOSE CLAUSE
FOR THE FLORIDA APPLICATION**

Transportation Management Services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under to law of Florida.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
UPS Autogistics, Inc.**

1. Daniel P. DiMaggio, CEO, President
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
2. Douglas A. Anderson, CFO, Senior Vice President and Treasurer
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
3. James P. Thompson, COO, Senior Vice President
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
4. Daniel Flowers, Vice President
990 Hammond Drive
Atlanta, Georgia 30028
5. Dennis C. Barts, Vice President
990 Hammond Drive
Atlanta, Georgia 30028
6. Clelia P. Fiordelisi, Secretary and Asst. Treasurer
990 Hammond Drive
Atlanta, Georgia 30028
7. Stephen Koliass, Asst. Secretary and Asst. Treasurer
990 Hammond Drive
Atlanta, Georgia 30028
8. Maurice M. Agresta, Asst. Secretary and Asst. Treasurer
55 Glenlake Parkway, NE
Atlanta, Georgia 30028
9. Eugene A. Pica, Asst. Secretary and Asst. Treasurer
55 Glenlake Parkway, NE
Atlanta, Georgia 30028

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPS AUTOGISTICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0300232

DATE:

03-07-00