

F0400000 05493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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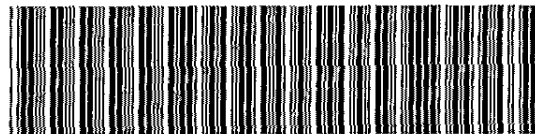
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature

CT CORPORATION

September 27, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
04 SEP 27 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6128336 WO
Customer Reference 1: None
Customer Reference 2: UPS Fuel Services, Inc.

Dear Secretary of State, Florida:

Please file the attached:

UPS FUEL SERVICES, INC. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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.

FILED
04 SEP 27 AM 8:13
TALLAHASSEE, FLORIDA

1. UPS Fuel Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 06-1259037

(FEI number, if applicable)

4. 02/07/1989

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 55 Glenlake Pkwy NE, Atlanta, GA 30328

(Principal office address)

same

(Current mailing address)

8. See Attachment

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

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

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

C T Corporation System

By:

(Registered agent's signature)

JOHNIE F. FAULTMAN
ASSISTANT SECRETARY

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 business addresses of officers and/or directors:

Attachment to Florida

Purpose Clause

To engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida including the sale of wholesale fuel.

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Asst. Secretary: Jeffrey D. Firestone

Address: 55 Glenlake Pkwy Atlanta, Ga. 30328

Treasurer: _____

Address: _____

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

13. _____

D. Scott Davis

(Signature of Director or Officer listed in number 12 of the application)

14. D. Scott Davis, Vice President

(Typed or printed name and capacity of person signing application)

UPS Fuel Services, Inc.
List of Directors and Officers
Incorporated: Delaware
Date of Incorporation: 2/7/1989

Name	All Titles	Business Address	Business City & State
Agresta, Maurice M.	AS AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Burns, Mark E.	AS	55 Glenlake Parkway, NE	Atlanta, GA 30328
Calvert, Elizabeth W.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Davis, D. Scott	AS D T VP	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Delbrook, Thomas W.	AT	55 Glenlake Pkwy. NE	Atlanta, GA 30328
Eskew, Michael L.	DC P	55 Glenlake Parkway, NE	Atlanta, GA 30328
Firestone, Jeffrey D.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Harper, Cathy A.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Hill, Allen E.	AT D S VP	55 Glenlake Parkway	Atlanta, GA 30328
Mallard, James E.	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Pica, Eugene A.	AS AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Ridings, Jeff H.	AS	55 Glenlake Parkway, NE	Atlanta, GA 30328
Tong, Winifer P.	AS AT	55 Glenlake Parkway, NE	Atlanta, GA 30328

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President
SVP - Senior Vice President
VP - Vice President
AVP - Assistant Vice President

T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
C - Chair
TR - Trustee
FQO - FMC Qualifying Officer
UQO - U.S. Customs Qualifying Officer

Delaware

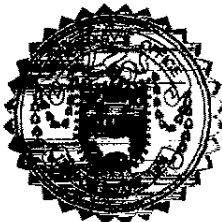
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPS FUEL SERVICES, 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2186531 8300

AUTHENTICATION: 3370339

040690475

DATE: 09-23-04