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CONCEPCION, SEXTON & URDANETA

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

CARLOS F. CONCEPCION,
FRANCIS X. SEXTON, JR., P.
JUAN VICENTE URDANETA
DAVID A. PEARL
JULIE C. FERGUSON
THOMAS J. GILLESPIE
MARIA VICTORIA MARABOTTO
PEDRO P. SAEZ **
GEORGE T. RAMANI **
IVAN A. GOMEZ, P.A. **
PAUL J. MCMAHON **

999 POINCE DE DON BOULEVARD
SUITE 1015

CORAL GABLES, FLORIDA 33134

TEL (305) 444-6669

FAX (305) 448-5366

WEBPAGE: CSULAW.COM

VEZUELA OFFICE
PRINCIPAL URB. LAS MERCEDES
EL BANCO VENEZOLANO DE CREDITO

PISO 2

CARACAS, VENEZUELA

TEL (58-2) 991-2711, 992-6191

FAX (58-2) 928223

FOREIGN LEGAL CONSULTANT *
ADMITTED ONLY IN VENEZUELA
SPECIAL COUNSEL **

April 22, 1998

VIA UNITED PARCEL SERVICE

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Express Parcel Service International, Inc.
Our File No.: 1343.001

To Whom it May Concern:

In connection with the above referenced matter, enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Good Standing. Also, please find a check in the amount of \$122.50 to cover the filing fee and the fee for a certified copy to be returned to our office. A self addressed stamped envelope has been enclosed for your convenience.

Should you have any questions or need any additional information, please feel free to contact our office.

Very truly yours,

[Handwritten Signature]
Ibis T. Alonzo
Secretary to Maria Victoria Marabotto, Esq.

[Handwritten Initials]

/ita
Encls.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. EXPRESS PARCEL SERVICE INTERNATIONAL, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words
or abbreviations of like import 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. BRITISH VIRGIN ISLAND 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 17, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. Will cease to exist or "perpetual")

6. HAS NOT TRANSACTIONED BUSINESS IN FLORIDA
(Date first transactioned business in Florida. (See sections 607.1501, 604.1502, and 817.155, F.S))

7. 999 PONCE DE LEON BOULEVARD
SUITE # 1015
CORAL GABLES, FLORIDA 33134
C/O VICTORIA MARABOTTO
(Current mailing address)

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TALLAHASSEE, FLORIDA

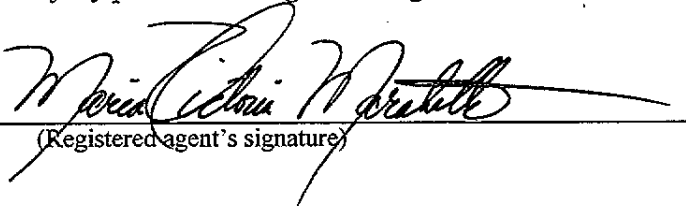
8. FREIGHT FORWARDING BUSINESS AND COURIER SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: MARIA VICTORIA MARABOTTO
Office Address: CONCEPCION, SEXTON, & URDANETA
999 PONCE DE LEON BOULEVARD
SUITE # 1015
CORAL GABLES, FLORIDA 33134

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.*

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, no 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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only -P.O. Box not acceptable)

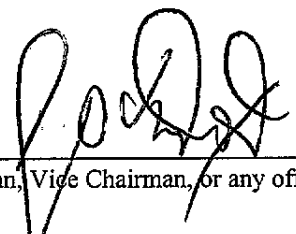
Director: RODRIGO MONTEALEGRE
Address: C/F NO. 303, ENS. SERRALLES, STO. DGO., R.D.
Director: DINO MENICUCCI MOREL
Address: C/13 NO. 6 URB. FERNANDEZ, STO. DGO., R.D.
Director: LUIS MENICUCCI MOREL
Address: C/13 NO. 6 URB. FERNANDEZ, STO. DGO., R.D.

B. OFFICERS (street address only - P.O. Box not acceptable)

President: RODRIGO MONTEALEGRE
Address: C/F NO. 303, ENS. SERRALLES, STO. DGO., R.D.
Vice-President: DINO MENICUCCI MOREL
Address: C/13 NO. 6 URB. FERNANDEZ, STO. DGO., R.D.
Secretary: LUIS MENICUCCI MOREL
Address: C/13 NO. 6 URB. FERNANDEZ, STO. DGO., R.D.
Treasurer: ---
Address: ---

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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. **RODRIGO MONTEALEGRE, PRESIDENT**
(Typed or printed name and capacity of person signing application)



TERRITORY OF THE BRITISH VIRGIN ISLANDS
 THE INTERNATIONAL BUSINESS COMPANIES ACT.
 (CAP. 291)

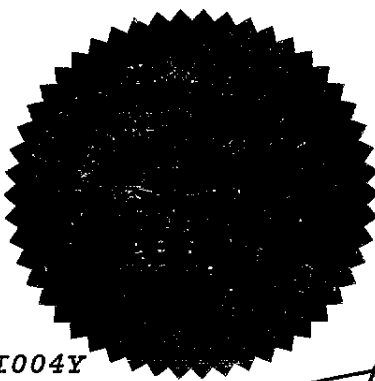
CERTIFICATE OF GOOD STANDING (Section 114)

No. 163602 EXPRESS PARCEL SERVICE INTERNATIONAL INC.

The Registrar of Companies of the British Virgin Islands
 HEREBY CERTIFIES that:

1. The above company was duly incorporated under the provisions of the International Business Companies Act, (Cap.291) on the 17th day of October, 1995 as Company No. 163602 of the register of International Business Companies.
2. The name of the Company is still on the register of International Business Companies and the company has paid all fees, licence fees, and penalties due and payable under the provisions of sections 104 and 105 of the said Act.
3. The company has not submitted to me articles of merger or consolidation that have not yet become effective.
4. The company has not submitted to me articles of arrangement that have not yet become effective.
5. The company is not in the process of being wound up and dissolved.
6. No proceedings have been instituted to strike the name of the company off the said register.
7. In so far as is evidenced by the documents filed with me the company is in good legal standing.

98 APR 05 AM 11:57
 REGISTRAR OF COMPANIES
 TURTLE CREEK ROAD
 ROAD TOWN, TORTOLA
 BVI



Given under my hand and seal
 at Road Town, Tortola in the
 Territory of the British Virgin Islands
 this 6th day of April, 1998

[Handwritten Signature]
 REGISTRAR OF COMPANIES

CRTI004Y

