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April 28, 1997

**FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Filing of Articles of Amendment for  
Parcel Delivery of Tampa, Inc.  
Our File No. 290501

Dear Sir or Madam:

Enclosed are the Articles of Amendment for Parcel Delivery of Tampa, Inc. I have also enclosed a check in the amount of \$87.50 to cover the following fees:

Fee for filing Articles of Amendment	\$35.00
Fee for certified copy of Articles of Amendment	\$2.50
TOTAL	\$87.50

Amend

72 MAY 7 1997

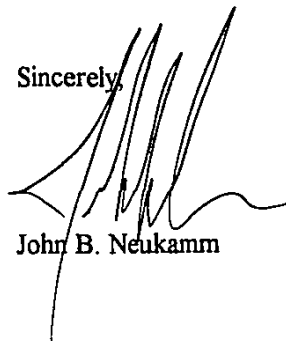
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 29 AM 10:03

Corporate Records Bureau  
April 28, 1997  
Page 2

Please file the Amendment and forward a certified copy to this office after filing. Thank you for your cooperation in connection with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'John B. Neukamm', with a long horizontal flourish extending to the right.

John B. Neukamm

Enclosures

cc: Ralph T. McMillan,  
President  
Parcel Delivery of Tampa, Inc.

Julie\8668

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 29 AM 10:03

**AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
PARCEL DELIVERY OF TAMPA, INC.**

The undersigned, being the President and Secretary of Parcel Delivery of Tampa, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

**I.**

The present name of the Corporation is Parcel Delivery of Tampa, Inc.

**II.**

By written action of the directors and stockholders dated as of April 15, 1997, the following resolutions changing the minimum number of directors of the Corporation were unanimously adopted in accordance with Section 607.1003 of the Florida Business Corporation Act:

RESOLVED that the minimum number of directors of the Corporation shall be changed from three to two effective April 15, 1997.

RESOLVED that, effective April 15, 1997, Article V of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and a new Article V is substituted in its place, which shall read as follows:

**ARTICLE V.**

The Board of Directors shall consist of not less than two nor more than five members to be fixed by the Bylaws of the Corporation.

RESOLVED that the officers of this Corporation are hereby authorized and instructed to execute and file Articles of Amendment with the Florida Department of State, in the form and manner required by Florida law.

The undersigned, being the President and Secretary of the Corporation, executes this Amendment and certifies to the truth of the facts stated herein as of the 15th day of April, 1997.

  
Ralph T. McMillan, President

ATTEST

(Corporate Seal)

  
Ralph T. McMillan, Secretary

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH        )

Before me, the undersigned authority, personally appeared Ralph T. McMillan, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did take an oath, as the President and Secretary of Parcel Delivery of Tampa, Inc., a Florida corporation, and he acknowledges that he executed the foregoing Amendment to Articles of Incorporation of Parcel Delivery of Tampa, Inc., for and on behalf of the Corporation, as its President and Secretary and that the seal affixed hereto is the true corporate seal of the Corporation, all pursuant to authority duly vested in him by the stockholders and directors of the Corporation, this 22 day of April, 1997.



DARLENE F. PULLARO  
Notary Public - State of Florida  
COMMISSION # CC 601806  
EXPIRES DEC 27, 2000

  
Notary Public, State of Florida

  
Notary's Printed Name

My Commission Expires: 12/27/00

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