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FILED  
01 FEB 20 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 993784 4391990  
AUTHORIZATION : *Patricia Knight*  
COST LIMIT : \$ 35.00

ORDER DATE : February 6, 2001

ORDER TIME : 10:10 AM

ORDER NO. : 993784-050

CUSTOMER NO: 4391990

800003742988--5

CUSTOMER: Mr. Todd Spraetz  
Airborne Freight Corporation  
Post Office Box 662  
3101 Western Avenue  
Seattle, WA 98121-1043

FOREIGN FILINGS

NAME: AIRBORNE FREIGHT CORPORATION

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_

RECEIVED  
01 FEB 20 AM 10:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*N.C.*  
G. COULLIETTE FEB 20 2001

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Airborne Freight Corporation  
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of 3. June 16, 1995  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 26, 2000

5. Airborne Express, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

No change

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No change

New Jurisdiction

  
Signature

1/22/01  
Date

Dianne Fessler

Typed or printed name

Vice President

Title

*State of Delaware*  
*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AIRBORNE FREIGHT CORPORATION", FILED A CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME TO "AIRBORNE EXPRESS, INC.", THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

0677813 8320

AUTHENTICATION: 0975474

010076985

DATE: 02-15-01