

856746



ACCOUNT NO. : 072100000032

REFERENCE : 174849 4327668

AUTHORIZATION : Patricia Pijets

COST LIMIT : \$ 35.00

ORDER DATE : March 18, 1999

ORDER TIME : 2:07 PM

ORDER NO. : 174849-045

200002814252--7

CUSTOMER NO: 4327668

CUSTOMER: Mary Laponte, Vice President
Tnt Skypak, Inc.
200 Garden City Plaza
Suite 400
Garden City, NY 11530

FOREIGN FILINGS

NAME: TNT SKYPAK, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
99 MAR 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR 22 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ME 3/23

FILED
99 MAR 22 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title

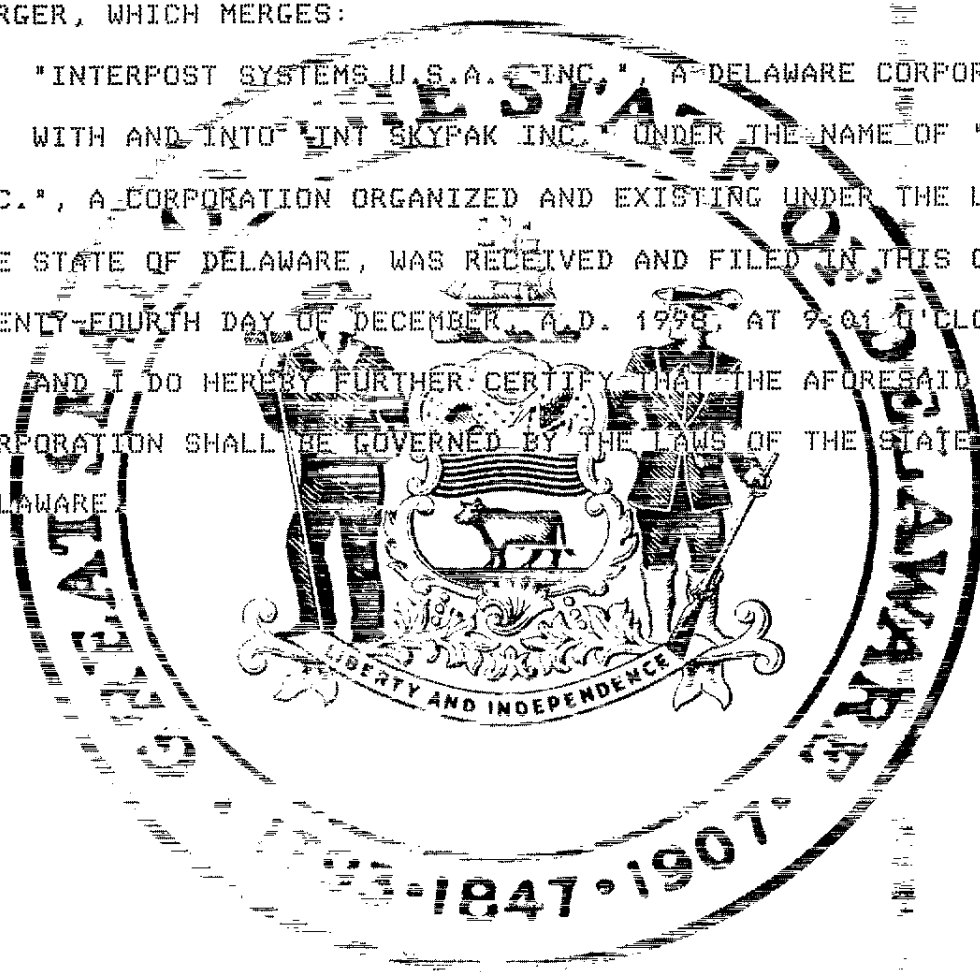
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"INTERPOST SYSTEMS U.S.A. INC.", A DELAWARE CORPORATION, WITH AND INTO "TNT SKYFAK INC." UNDER THE NAME OF "TNT USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

0839892 8330

991107842

AUTHENTICATION:

9638592

DATE:

03-19-99