



FOI000004074

ACCOUNT NO. : 072100000032

REFERENCE : 304826 4303796

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 30, 2001

ORDER TIME : 12:20 PM

ORDER NO. : 304826-015

CUSTOMER NO: 4303796

CUSTOMER: Tyania Drake, Legal Asst
Kirkland & Ellis
655 Fifteenth Street, N.w.
Suite 1200
Washington, DC 20005

800004509538-9
-07/31/01-01052-009
*****70.00 *****70.00

FOREIGN FILINGS

NAME: LOGISTICS EXPRESS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL 31 PM 12:37
NOT IN FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
01 JUL 31 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Logistics Express, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in 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. California

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

3. 95 279 3229

(FBI number, if applicable)

4. 2/16/72

(Date of incorporation)

5. Perpetual

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

6. 2/1/2001

(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. 1100 Town & Country Road, Suite 550, Orange, CA 92868-4689

(Principal office address)

same as above.

(Current mailing address)

8. TRANSPORTATION

(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: 1200 South Pine Island Road

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

Judith Argao
(Registered agent's signature)

JUDITH ARGAO V.P.

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BRETT ZANE

CFO

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

RIDER
OFFICERS

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	<u>Name</u>	<u>Business Address</u>
President & CEO:	Gary C. Mooney	Logistics Express, Inc. 1100 Town & Country Road Suite 850 Orange, California 92868-4689
Vice President & CFO:	Brett A. Zane	Logistics Express, Inc. 1100 Town & Country Road Suite 850 Orange, California 92868-4689
Secretary:	Brett A. Zane	Logistics Express, Inc. 1100 Town & Country Road Suite 850 Orange, California 92868-4689

DIRECTOR

<u>Name</u>	<u>Business Address</u>
Arthur W. Hollingsworth	Lewis Hollingsworth, LP One Galleria Tower 13355 Noel Road Suite 2210 Dallas, TX 75240-6657

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **16th day of February, 1972, LOGISTICS EXPRESS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of July 24, 2001.



Bill Jones
BILL JONES
Secretary of State

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