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Howard & Howard

law for business

direct dial: 248.723.0393

John D. Logan

email: JLogan@howardandhoward.com

June 25, 2001

Registration Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-06/28/01--01065--007
*****70.00 *****70.00

W01-15299

Re: **Application By Foreign Corporation For Authorization
To Transact Business in Florida - F.X. Coughlin Co. Inc.**

Dear Clerk:

Enclosed please find one (1) original and one (1) copy of the above-referenced application, Certificate of Good Standing from the State of Delaware and a check in the amount of \$70 suitable for filing with your office. Please file the same in your usual fashion, and return one-time stamp copy to me in the enclosed self-addressed stamped envelope.

Should you have any questions concerning this matter, please do not hesitate to contact my office.

Very truly yours,

HOWARD & HOWARD ATTORNEYS P.C.

John D. Logan

JDL/bl
Enclosures

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: F.X. Coughlin Co. Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John D. Logan, Esq.
(Name of Person)

Howard and Howard Attorneys, PC

(Firm/Company)

39400 Woodward Avenue

The Pinehurst Office Center, Suite 101

(Address)

Bloomfield Hills, MI 48304-5151

(City/State and Zip code)

For further information concerning this matter, please call:

Karen L. Doerner

(Name of Person)

at (212) 351-3939

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

July 3, 2001

HOWARD & HOWARD
THE PINEHURST OFFICE CTR
STE 101, 39400 WOODWARD AVE
BLOOMFIELD HILLS, MI 48304-5151

SUBJECT: F.X. COUGHLIN CO., INC.
Ref. Number: W01000015299

We have received your document for F.X. COUGHLIN CO., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 901A00039677

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TALLAHASSEE, FLORIDA

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**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.*

1. F.X. Coughlin Co. 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. State of Delaware

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

3. 31-176-5875

(FEI number, if applicable)

4. March 9, 2001

(Date of incorporation)

5. Perpetual

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

6. The corporation will transact business in Florida upon filing.

(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. 26261 Evergreen Road, Suite 300, Southfield, Michigan 48076

(Principal office address)

c/o Exel Holdings (USA) Inc., 501 West Schrock Road, Westerville, Ohio 43081

(Current mailing address)

Logistics planning and freight forwarding services.

8. _____
(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: National Corporate Research, Ltd., ATTN: Kathy Hill

Office Address: 1406 Hays St., Suite 2

Tallahassee

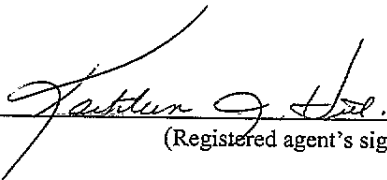
(City)

, Florida 32301

(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.



(Registered agent's signature)

Kathleen J. Hill, Process Agent.

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

A. DIRECTORS

Chairman: Please see attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

14. Anthony Verdino, in his capacity as Secretary
(Typed or printed name and capacity of person signing application)

F.X. Coughlin Co. Inc.

Officers

Name	Title	Address
Michael P. Fountain	President	4120 Point Eden Way, Suite 300, Hayward, CA 94545
Ian Smith	Vice President	Exel PLC, Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN
Stuart A. Young	Vice President, Treasurer	Exel PLC, Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN
William B. Larkin	Vice President	27050 Wick Road, Taylor, MI 48180
Anthony P. Verdino	Secretary	c/o Exel Holdings (USA) Inc., 501 West Schrock Road, Westerville, OH 43081
Joseph T. Coughlin	Chief Executive Officer	27050 Wick Road, Taylor, MI 48180

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F.X. Coughlin Co. Inc.

Directors

Name	Address
Michael P. Fountain	4120 Point Eden Way, Suite 300, Hayward, CA 94545
Stuart A. Young	Exel PLC, Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN
Ian Smith	Exel PLC, Ocean House, The Ring, Bracknell, Berkshire, RG12 1AN
William B. Larkin	27050 Wick Road, Taylor, MI 48180
Joseph T. Coughlin	27050 Wick Road, Taylor, MI 48180

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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 "F.X. COUGHLIN CO. INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JUNE, A.D. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1195435

DATE: 06-18-01