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02 APR 12 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

FedEx Freight System, Inc.

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TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| | BK | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____
Availability _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

4/12/02

Order#: 5226594

800005258068--6

-04/15/02--01002--007

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. FedEx Freight System, 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. Delaware 3. 94-3416699
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/23/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 2200 Forward Drive, Harrison, AR 72602
(Principal office address)
- same
(Current mailing address)

8. Sales, marketing and technology services
(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)

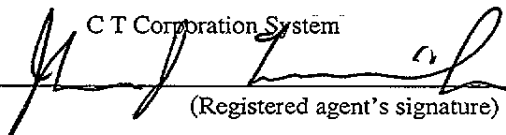
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By: 
(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

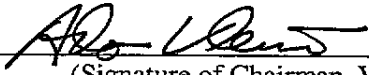
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Adam Vandervoort, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

FedEx Freight System, Inc.

Directors

Douglas G. Duncan

6075 Poplar Avenue, Memphis, TN 38119

Donald C. Brown

6075 Poplar Avenue, Memphis, TN 38119

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3/29/02
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FedEx Freight System, Inc.

Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Douglas G. Duncan	President and Chief Executive Officer	6075 Poplar Avenue Memphis, TN 38119
Frank L. Conner	Chief Financial Officer and Treasurer	2200 Forward Drive Harrison, AR 72602
Robert H. Rhea	General Counsel and Secretary	6075 Poplar Avenue Memphis, TN 38119
Kenneth R. Reeves	Assistant Secretary	2200 Forward Drive Harrison, AR 72602
C. Edward Klank III	Assistant Secretary	942 S. Shady Grove Rd Memphis, TN 38120
Adam C. Vandervoort	Assistant Secretary	942 S. Shady Grove Rd Memphis, TN 38120
Donald C. Brown	Assistant Treasurer	6075 Poplar Avenue Memphis, TN 38119
Michael D. Fryt	Assistant Treasurer	942 S. Shady Grove Rd Memphis, TN 38120
Hugh A. Skinner	Assistant Treasurer	942 S. Shady Grove Rd Memphis, TN 38120

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SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FEDEX FREIGHT SYSTEM, 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 THIRD DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3483350 8300

020213563

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1700349

DATE: 04-03-02