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CT CORPORATION SYSTEM

FILED
2002 AUG 28 PM 2:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

TDS Logistics, Inc.

600007392216--7

08/28/02 01022--022

*****78.75 *****78.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
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	<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 checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
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Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/27/02

Order#: 5558311

Ref#: _____

Amount: \$ _____

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02 AUG 28 AM 11:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

J. BRYAN AUG 28 2002

**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. TDS Logistics, 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. Virginia

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

3. applied for

(FEI number, if applicable)

4. February 4, 1993

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 620A Richmond Street, Second Floor

London, Ontario, Canada, N6A 5J9

(Current mailing address)

8. Any and all legal activities

(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

(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

Connie Bryan
(Registered agent's signature)

Connie Bryan
Asst. Secy.

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Terrence D. Daniel

Address: 230 East High Street

Charlottesville, VA 22902

Vice Chairman: Brian R. Duncan

Address: 301 Tillson Avenue, Tillsonburg Ontario

Canada N4G 5E5, FN

Director: Allen Rider

Address: 901 E Byrd Street, Suite 1300

Richmond, VA 23219

Director: Kim Wertheimer

Address: 15350 Vicery Drive

Houston, TX 77032

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Josef Opdeweegh

Address: 620A Richmond Street, Second Floor

London, Ontario, N6A 5J9

Vice President: Brian R. Duncan

Address: 301 Tillson Avenue, Tillsonburg Ontario

Canada N4G 5E5, FN

Secretary: Grant Barker

Address: 620A Richmond Street, Second Floor

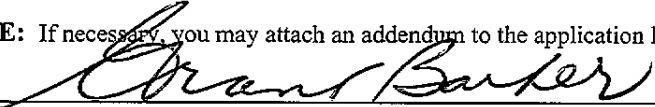
London, Ontario, N6A 5J9

Treasurer: Neil Briggs

Address: 620A Richmond Street, Second Floor

London, Ontario, N6A 5J9

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. Grant Barker, Secretary

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

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TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

TDS Logistics, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 04, 1993.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA

*Signed and Sealed at Richmond on this Date:
August 23, 2002*



Joel H. Peck

Joel H. Peck, Clerk of the Commission