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(Address)

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(City/State/Zip/Phone #)

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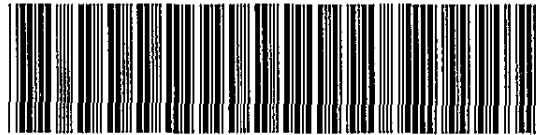
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 OCT 30 PM 1:24 02 OCT 30 AM 10:35

STATE DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

MR

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

PHONE: (850) 668-4318 FAX: (850) 668-3398

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02 OCT 30 PM 1:24
TALLAHASSEE, FLORIDA
STATE

DATE: 10-30-02

NAME: APX LOGISTICS, INC

TYPE OF FILING: FOREIGN CORP TO TRANSACT BUSINESS IN FL

COST:

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: APX Logistics, Inc.

(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Nicole Wolfe, Corporate Paralegal

(Name of Person)

Choate, Hall & Stewart

(Firm/Company)

53 State Street

(Address)

Boston, MA 02109

(City/State and Zip code)

For further information concerning this matter, please call:

Nicole Wolfe, Corporate Paralegal

(Name of Person)

at (617) 248-5128

(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 checked="" 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 |
|--|--|---|---|

**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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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. APX 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. Delaware
(State or country under the law of which it is incorporated)
3. 95-4629208
(FEI number, if applicable)
4. March 27, 1997
(Date of incorporation)
5. Perpetual
(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. 2603 Main Street, Suite 1180, Irvine, CA 92614
(Principal office address)
2603 Main Street, Suite 1180, Irvine, CA 92614
(Current mailing address)

8. Shipping 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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

NRAI Services, Inc.

By: [Signature]

(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 attached listing of Officers and Directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached listing of Officers and Directors.

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. *Bradley S. Garberich*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bradley S. Garberich, President

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

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SEATTLE
WASHINGTON
INLAND

**Officers and Directors
of
APX Logistics, Inc.**

Officers

<u>Name</u>	<u>Title</u>
Bradley S. Garberich 2603 Main Street, Ste 1180 Irvine, CA 92614	President
Michael F. Gilligan 30 Rowes Wharf, Ste. 300 Boston, MA 02110	Vice President
Steve Welch 2603 Main Street, Ste 1180 Irvine, CA 92614	CFO and Treasurer
William McKinley 30 Rowes Wharf, Ste. 300 Boston, MA 02110	Secretary

Directors:

Michel Reichert 30 Rowes Wharf, Ste. 300 Boston, MA 02110	
Michael F. Gilligan 30 Rowes Wharf, Ste. 300 Boston, MA 02110	
Bradley S. Garberich 2603 Main Street, Ste 1180 Irvine, CA 92614	
Michael Cohen 30 Rowes Wharf, Ste. 300 Boston, MA 02110	

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TALLAHASSEE, FLORIDA

Delaware

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The First State

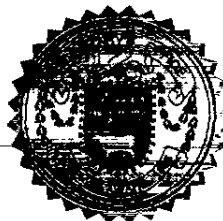
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APX LOGISTICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "APX LOGISTICS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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OCT 30 PM 1:24
RECEIVED
STATE
DEPT. OF
TREASURY
HALL
HASSEE, FLORIDA



2723877 8300

020668441

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2060941

DATE: 10-29-02