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2003 FEB 28 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB 28 2003

CT CORPORATION

February 28, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
2003 FEB 28 PM 2:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 5794912 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Momentum Logistics, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

**CONSENT OF DIRECTOR OF
MOMENTUM LOGISTICS, INC.
TO ADOPTION OF RESOLUTIONS**

FILED
2003 FEB 28 PM 2:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, the undersigned, being the sole director of Momentum Logistics, Inc., a Delaware Corporation (the "Corporation"), acting pursuant to Section 141(f) of the Delaware Corporation Law, do hereby consent to the adoption of the following resolutions without a meeting of the Board of Directors:

WHEREAS, it is in the best interests of the Corporation to file with the Secretary of State of Florida (the "State") a certificate of authority to transact business in the State;

WHEREAS, the name "Momentum Logistics, Inc." is not available for use in transacting business in the State;

WHEREAS, the State requires that, if a name is not available for use when a company files a certificate of authority to transact business in the State, the board of directors of the company must approve in writing the adoption of another name for the company under which it will transact business in the State; and

WHEREAS, the Corporation desires to adopt the name "Momentum Logistics of Delaware, Inc." for the Corporation's use in filing for a certificate of authority to transact business in the State, and in transacting such business in the State.

NOW, THEREFORE BE IT RESOLVED, that the name "Momentum Logistics of Delaware, Inc." be and hereby is approved for the Corporation's use in filing for a certificate of authority to transact business in the State, and in transacting such business in the State; and

FURTHER RESOLVED, that the officers of the Corporation, acting alone or in conjunction with each other, be, and they hereby are authorized and directed to take such further action on behalf of the Corporation as such officers in their sole discretion deem necessary or advisable to carry out the intent and purpose of the foregoing resolutions.

A: \MLIname.wpd, February 27, 2003

FEB-28-2003 11:23

CT. SYSTEM

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WITNESS my signature to the consent to the adoption of the foregoing resolutions as
of the 27th day of February 2003.


John C. Campanelli

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2003 FEB 28 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

A:\ML\name.upd, February 27, 2003

**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. Momentum 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 3. 63-0504817
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 4, 2003 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. c/o R.R. Donnelley, 77 West Wacker Dr., Chicago, IL 60601
(Principal office address)
same as above
(Current mailing address)

8. distribution 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: CT Corporation System
Office Address: 1200 South Pine Island Rd.
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.

Beverlee Stuewe
(Registered agent's signature)

Beverlee Stuewe
Assistant Secretary

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. _____

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

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TALLAHASSEE, FLORIDA

See attached

see attached

Laurie Vassallo

Laurie Vassallo, Assistant Secretary

Directors, Officers Report
Momentum Logistics, Inc.

Monday, February 24, 2003

DIRECTORS

John C. Campanelli **Director**
SSN: 048-58-2664
Effective: Tuesday, February 04, 2003
Primary Address: R. R. Donnelley & Sons Company
7501 S. Quincy
Willowbrook, IL

OFFICERS

James Michael Moran **Assistant Treasurer**
SSN: 378-82-2968
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
77 West Wacker Drive
Chicago, IL 60601

Jack L. Simmons **Assistant Treasurer**
SSN: 500-54-3303
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
77 West Wacker Drive
Chicago, IL 60601

Laurie J. Vassallo **Assistant Secretary**
SSN: 302-54-6791
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
77 W. Wacker Drive, 9th Floor
Chicago, IL 60601

Andrea Robertson **Treasurer**
SSN: 023-48-9645
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
77 West Wacker Drive
Chicago, IL 60601

Monica M. Fohrman **Secretary**
SSN: 322-40-5891
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
77 West Wacker Drive
Chicago, IL 60601

Haddon Allen **President**
SSN: 410-80-8539
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley Logistics
6620 Southpoint Drive, Suite 230
Jacksonville, FL 32216

John C. Campanelli **Chairman**
SSN: 048-58-2664
Effective: Tuesday, February 11, 2003
Primary Address: R. R. Donnelley & Sons Company
7501 S. Quincy

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TALLAHASSEE, FLORIDA

Delaware

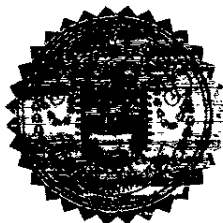
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOMENTUM 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-FOURTH DAY OF FEBRUARY, A.D. 2003.

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3621831 8300

AUTHENTICATION: 2272657

030119479

DATE: 02-24-03