

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9971
904-222-0191 FAX

800-342-8086

F 95 000005864

CSC networks
PRESTON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 749527 *Patricia P. Pitt* 3699A

AUTHORIZATION :

COST LIMIT : \$122.50

ORDER DATE : November 30, 1995

ORDER TIME : 12:35 PM

ORDER NO. : 749527

CUSTOMER NO: 3699A

600001651666

CUSTOMER: Kate Diana, Legal Assistant
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: CDG HOLDING CORP.

☒ PROFIT

☐ NON-PROFIT

☐ CORPORATE

☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY

☐ PLAIN STAMPED COPY

☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sarah Thomas

RECEIVED
95 DEC -1 PM 4:14
DIVISION OF CORPORATIONS

95 DEC -1 PM 4:14

95 DEC -1 PM 4:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CDG Holding Corp.
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Sept. 25, 1991 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1080 Holcomb Bridge Road, Building 200 Suite 140
Roswell, GA 30076
(Current mailing address)
8. Operation of a scheduled ground and air courier company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -1 PM 4:30

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: Lisa G. Mulligan
(Registered agent's signature)
Lisa G. Mulligan, Asst. Vice President

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:

A. DIRECTORS

Chairman: See Attached Schedule A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Schedule A

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

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

**CDG HOLDING CORP.
OFFICERS AND DIRECTORS**

Directors:

Philip A. Belyew

Harvey E. Bines

Craig H. Deery

Habib Y. Gorgi

Address:

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

**One Post Office Square
Boston, MA 02109**

**100 Federal Street
Boston, MA 02110**

**111 Westminster Street
Providence, RI 02903**

Officers:

Philip A. Belyew, President

Same as above

**Ronald J. Barowski, Vice President,
Treasurer, CFO, Secretary**

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

James W. Bennett, Vice President

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

George G. Wagner, Vice President

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

R. David England, Jr., Vice President

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

Kim Mattingly, Assistant Secretary

**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

Jennifer Upton, Assistant Secretary

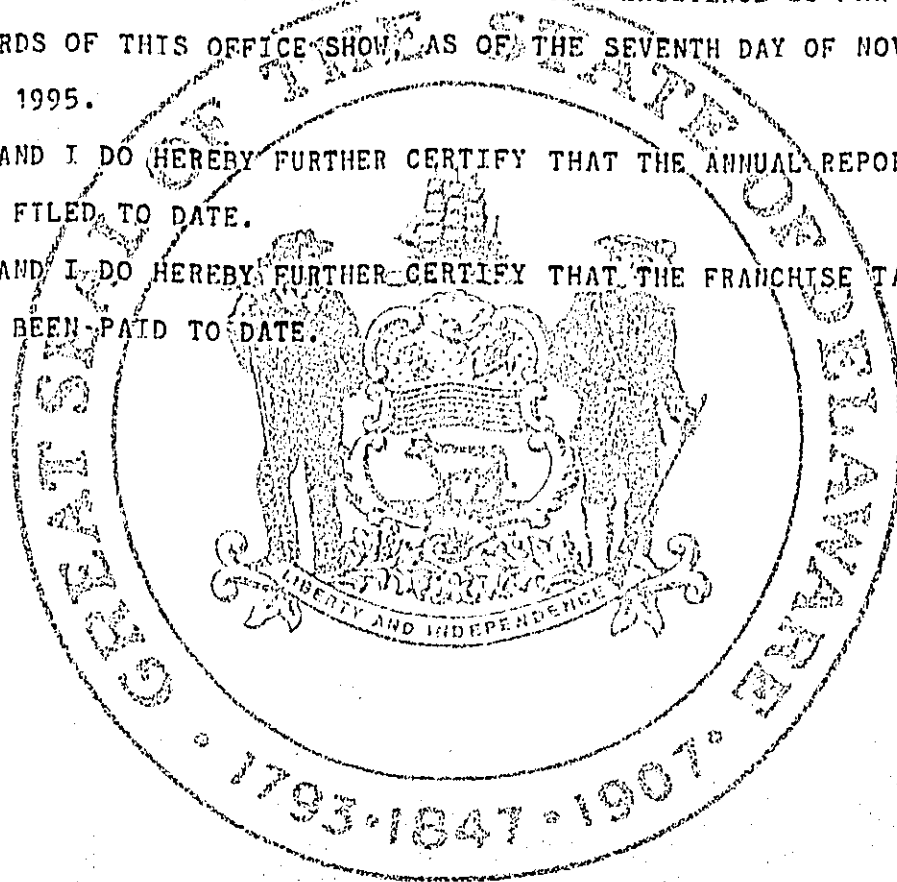
**1080 Holcomb Bridge Road
Building 200, Suite 140
Roswell, GA 30076**

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CDG HOLDING CORP." 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 SEVENTH DAY OF NOVEMBER, A.D. 1995.

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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -1 PM 4:32



2274533 8300

950257699

Edward J. Freel, Secretary of State

AUTHENTICATION:

7702750

DATE:

11-07-95

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

F95000005864

ACCOUNT NO. : 072100000032

REFERENCE : 916928 4305026

AUTHORIZATION :

Patricia P. [signature]

COST LIMIT : \$ 35.00

ORDER DATE : April 12, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 916928

CUSTOMER NO: 4305026

100001780681

CUSTOMER: Kate Diana, Legal Assistant
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: COURIER DISPATCH GROUP, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

*OK
PLR
S.P.*

*4/15
gon
name
change*

FILED
96 APR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PROFTT CORPORATION

APPLICATION BY FOREIGN PROFTT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1804, F.S.)

FILED
96 APR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I

(1-3 must be completed)

1. CDG Holding Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. December 1, 1995
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 20, 1995
5. Courier Dispatch Group, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

NO CHANGE
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NO CHANGE
New Jurisdiction

Philip A. Belyew
Signature

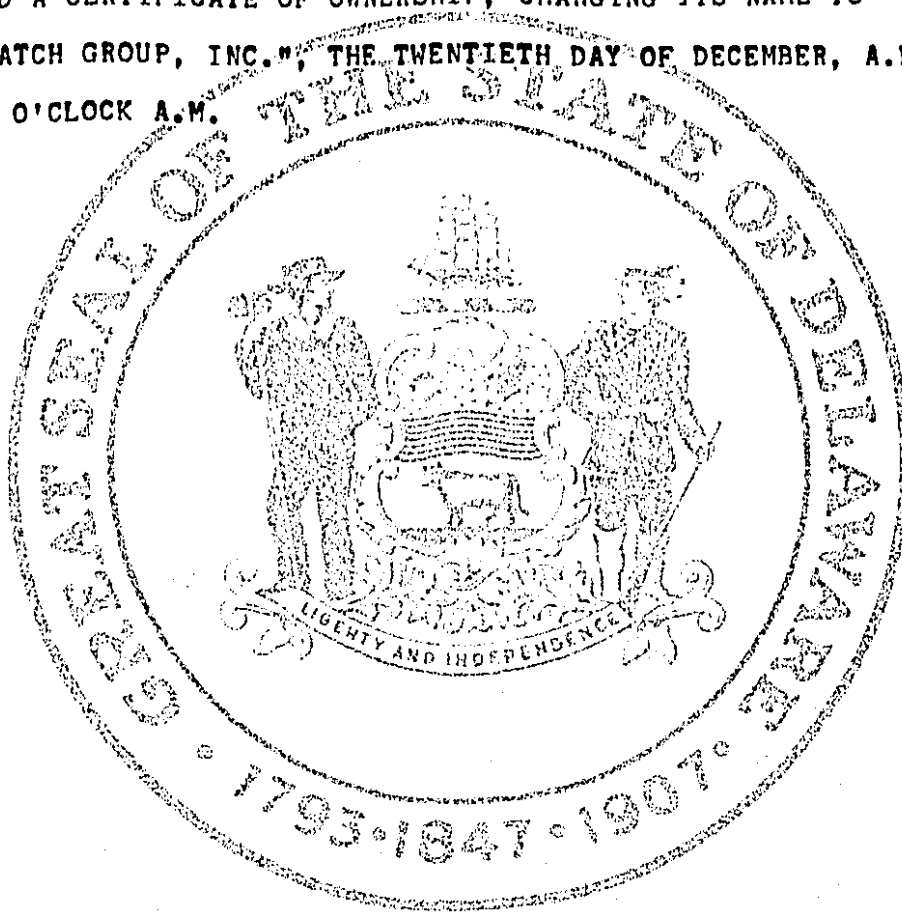
Philip A. Belyew
Typed or printed name

October 12, 1996
Date

President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CDG HOLDING CORP.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "COURIER DISPATCH GROUP, INC.", THE TWENTIETH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2274533 8320

960106112

AUTHENTICATION:

7905248

DATE:

04-12-96

F95000005864

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

UNITED TRANSNET, INC., a Delaware corporation F95000005490
SUNSTATE COURIER, INC., a Florida corporation F43071
COURIER DISPATCH GROUP, INC., a Delaware corporation F95000005864
CLASSIC AIR, INC., a Florida corporation 477942
CDG AVIATION, INC., a Delaware corp not authorized to transact business in
Florida
COMMERCIAL COURIER EXPRESS, INC., a North Carolina corp not authorized
to transact business in Florida
H & H ASSOCIATES, INC., a Georgia corp not authorized to transact business in
Florida
UTN CONTRACT SERVICES, CORP., a Delaware corp not authorized to
transact business in Florida

INTO

CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC., a
Delaware corporation not qualified in Florida.

File date: July 18, 1997

Corporate Specialist: Annette Hogan

*Filed
to
477942*