

F96000002585

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EXPRESS MESSENGER SYSTEMS, INC.
(Name of corporation - must include suffix)

7000001835197
-05/22/96--01099--001
*****70.00 *****70.00

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:

MARY ANN CLARKE
(Name of Person)
EXPRESS MESSENGER SYSTEMS, INC.
(Firm/Company)
1710 GILBRETH RD., STE*301A
(Address)
BURLINGAME, CA. 94010
(City/State/Zip)

905/23
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DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

MARY ANN CLARKE at (415) 692-9070, 692-8643
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. EXPRESS MESSENGER SYSTEMS, 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. MINNESOTA
(State or country under the law of which it is incorporated)
3. 93-0846778
(FBI number, if applicable)
4. 08/28/80
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. ANTICIPATED DATE: JUNE 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 523A INDUSTRIAL AVENUE
BOYNTON BEACH, FLORIDA 33426
(Current mailing address)
8. INTRA-STATE DELIVERY
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: MR. MARVIN MOSS
Office Address: 20801 BISCAYNE BLVD, STE #506
NORTH MIAMI BEACH, Florida, 33180
(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.

Marvin D. Moss
(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.

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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: DAVID L. CALLAWAY III

Address: 200 ALGOMA RD., PALM BEACH, FL. 33480

399 PARK AVE, 6TH FLR, ZONE 8, NEW YORK, N.Y. 10043

~~DIRECTOR:~~
Vice-Chairman: STEPHEN EDWARDS

Address: C/O CITICORP VENTURE CAPITAL

399 PARK AVE, 14TH FLR, NEW YORK, N.Y. 10022

Director: PAT IACONI

Address: C/O AIR CANADA CENTER, BLDG "2", GATE "11

ACZ1P279, COTE VERDU RD. WEST, SAINT LAURENT, P.Q. H4Y1H4

Director: BOB THOMPSON

Address: CARGO BLDG A, LESTER B. PEARSON AIRPORT

TORONTO, ONTARIO, CANADA I5P1B4

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

President: JOHN OVENS

Address: 1710 GILBRETH RD., STE #301A

BURLINGAME, CA. 94010

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. JOHN OVENS - PRESIDENT
(Typed or printed name and capacity of person signing application)

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

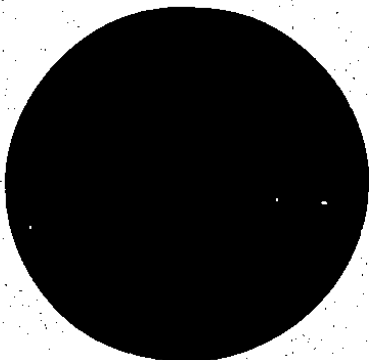
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Express Messenger Systems, Inc.

Date Formed: 08/28/1980

Chapter Governed By: 302A

This certificate has been issued on 04/24/96.



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Joan Anderson Grove
Secretary of State.