



1201 HAYS STREET
TALLAHASSEE, FL 32301
800-342-8086
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ACCOUNT NO. 0072100000032

REFERENCE : 003136 4308005
AUTHORIZATION : Patricia Pyjick
COST LIMIT : \$ 122.50

ORDER DATE : June 27, 1996

ORDER TIME : 11:55 AM

ORDER NO. : 003136

CUSTOMER NO: 4308005

W96-13760
000001879610

CUSTOMER: Ms. Jacqueline Eastridge
Pepper, Hamilton & Scheetz
3000 Two Logan Square
(18th & Arch Sts.)
Philadelphia, PA 19103

FOREIGN FILINGS

NAME: FLEET ACQUISITION CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 28, 1996

CSC

SUBJECT: FLEET ACQUISITION CORPORATION
Ref. Number: W96000013760

We have received your document(s) in this office, however, the document is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00032206

**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. Fleet Acquisition Corporation
(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. 23-2848144
(FEI number, if applicable)
4. May 21, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this Application
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.155, F.S.))
7. 102 Pickering Way
Exton, PA 19341
(Current mailing address)
8. Transporting any and all commodities except household goods
(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)

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: Karen B. Rozar Corporation Service Company
(Registered agent's signature) Karen B. Rozar, as agent

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:

A. DIRECTORS

Director
Chairman: David M. Boucher
Address: 102 Pickering Way
Exton, PA 19341
Vice Chairman: Philip S. Ringo
Address: 102 Pickering Way
Exton, PA 19341
Director: Eugene C. Parkerson
Address: 102 Pickering Way
Exton, PA 19341
Director: _____
Address: _____

B. OFFICERS

President: Matt Swain
Address: 102 Pickering Way
Exton, PA 19341
Executive Vice President: David M. Boucher
Address: 102 Pickering Way
Exton, PA 19341
Secretary: David M. Boucher
Address: 102 Pickering Way
Exton, PA 19341
Treasurer: David M. Boucher
Address: 102 Pickering Way
Exton, PA 19341

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V.P. & Asst. Sec. - Thomas D. Schubert, 102 Pickering Way, Exton, PA 19341
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas D. Schubert
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

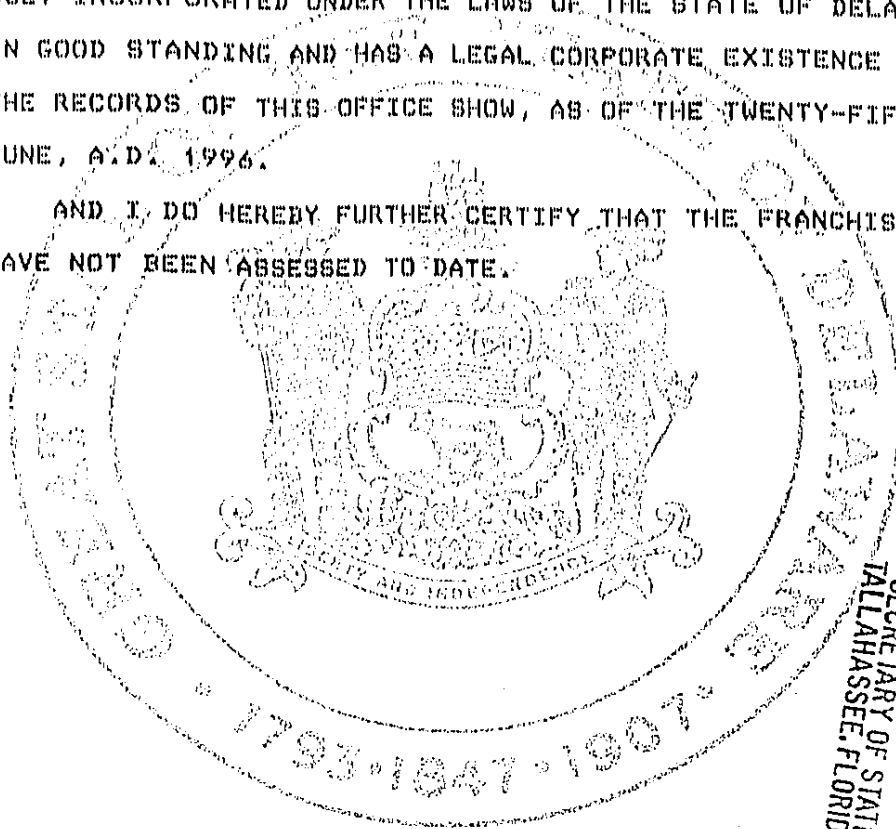
14. Thomas D. Schubert, Executive Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLEET ACQUISITION CORPORATION" 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-FIFTH DAY OF JUNE, A.D. 1996.

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



FILED
96 JUN 28 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2625858 8300

DATE:

8001886

960185784

06-25-96