

F970000002304



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 462411 4390774

AUTHORIZATION :

COST LIMIT : \$ 35.

Patricia Pizut

ORDER DATE : July 15, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 462411-095

CUSTOMER NO: 4390774

*none
change
Amesal
900002234819--3*

CUSTOMER: Tracy Downs, Legal Asst
Corporate Express Delivery
Suite 250
11 Greenway Plaza
Houston, TX 77046

FOREIGN FILINGS

NAME: U.S. DELIVERY SYSTEMS -
SOUTHEAST, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

**02250, 00641, 00672*

FILED
97 JUL 16 AM 8:53
TALLAHASSEE, FLORIDA

97 JUL 15 PM 1:09



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: U.S. DELIVERY LEASING - SOUTHEAST, INC.
Ref. Number: F97000002304

RESUBMIT

Please give original
submission date as file date.

We have received your document for U.S. DELIVERY LEASING - SOUTHEAST, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00036504

RECEIVED
97 AUG 13 AM 11:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. U. S. Delivery Leasing - Southeast, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. May 14, 1997
Incorporated under the laws of Date authorized to do business in Florida

FILED
97 JUL 16 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, 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? May 28, 1997
5. Corporate Express Delivery Leasing - Southeast, 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


Signature

Tracy L. Downs

Typed or printed name

June 25, 1997

Date

Assistant Secretary

Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "U.S. DELIVERY LEASING - SOUTH CENTRAL, INC." TO "U.S. DELIVERY LEASING - SOUTHEAST, INC.", FILED THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "U.S. DELIVERY LEASING - SOUTHEAST, INC." TO "CORPORATE EXPRESS DELIVERY LEASING - SOUTHEAST, INC.", FILED THE TWENTY-EIGHTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



2571039 8310

971273725

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

8608213

DATE:

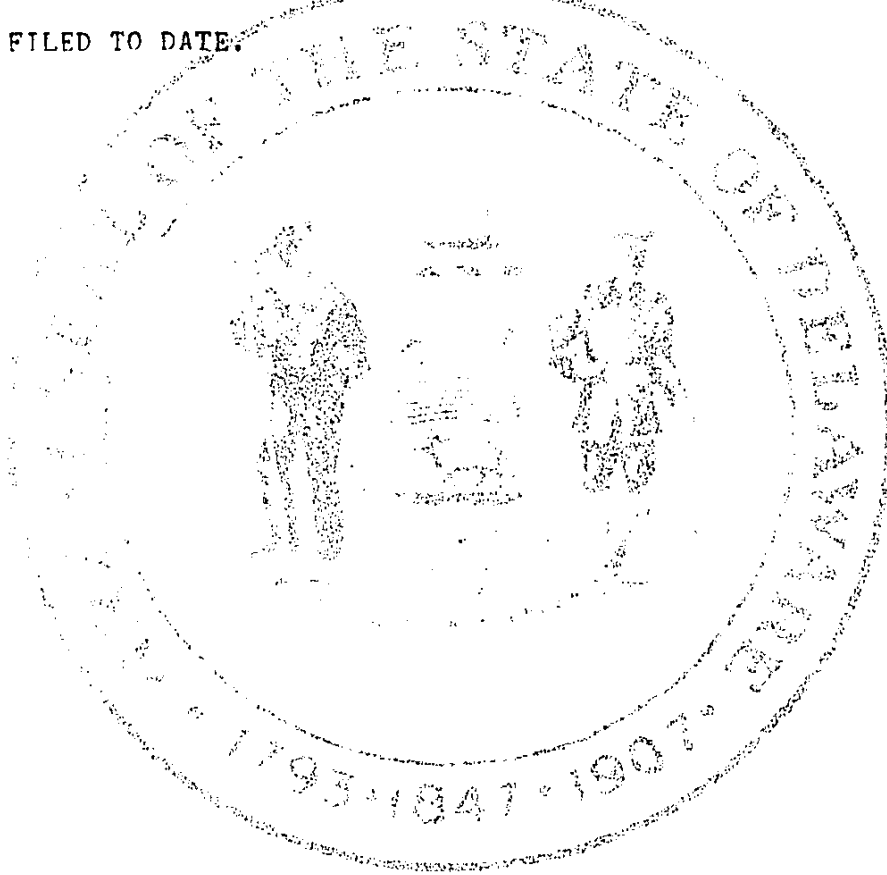
08-15-97

State of Delaware
Office of the Secretary of State

AFORESAID CORPORATION.

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

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



2571039 8310

971273725

Edward J. Freel, Secretary of State

AUTHENTICATION:

8608213

DATE:

08-15-97