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May 12, 1999 8:00 am
Secretary of State

05-12-1999 90006 049 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000004316

1. Corporation Name
 PSD TRANSPORTATION SERVICES, INC.



Principal Place of Business: 1500 SAN REMO AVE. CORAL GABLES FL 33146
 Mailing Address: 1500 SAN REMO AVE. CORAL GABLES FL 33146

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 08/15/1997
 4. FEI Number: 65-0773676 Applied For: Not Applicable
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21 15305 DALLAS PARKWAY Suite, Apt. #, etc. #1600 City & State ADDISON TX Zip 75001 Country USA
 2a. Mailing Address: 26 15305 DALLAS PARKWAY Suite, Apt. #, etc. #1600 City & State ADDISON TX Zip 75001 Country USA

9. Name and Address of Current Registered Agent: C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
 10. Name and Address of New Registered Agent: 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: DC	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: PARKER, DAVID R		1.2 NAME	
STREET ADDRESS: 930 CASTLE AVE.		1.3 STREET ADDRESS	
CITY-ST-ZIP: CORAL GABLES FL 33134		1.4 CITY-ST-ZIP	
TITLE: PD	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: HIGHLAND, THOMAS C		2.2 NAME	
STREET ADDRESS: 7120 LAGO DR., W.		2.3 STREET ADDRESS	See schedule attached
CITY-ST-ZIP: CORAL GABLES FL 33143		2.4 CITY-ST-ZIP	
TITLE: VDC	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: EVANS, WILLIAM F		3.2 NAME	
STREET ADDRESS: 3824 EL PRADO BLVD.		3.3 STREET ADDRESS	See schedule attached
CITY-ST-ZIP: COCONUT GROVE FL 33133		3.4 CITY-ST-ZIP	
TITLE: V	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: GAINOR, JOHN P		4.2 NAME	
STREET ADDRESS: 10445 SW 124TH ST		4.3 STREET ADDRESS	See schedule attached
CITY-ST-ZIP: MIAMI FL 33176		4.4 CITY-ST-ZIP	
TITLE: TS	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME: GARCIA DE QUEVEDO, PAUL A		5.2 NAME	
STREET ADDRESS: 5810 SW 91 AVE.		5.3 STREET ADDRESS	
CITY-ST-ZIP: MIAMI FL 33173		5.4 CITY-ST-ZIP	
TITLE:	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME:		6.2 NAME	
STREET ADDRESS:		6.3 STREET ADDRESS	
CITY-ST-ZIP:		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address with all other like empowered.

SIGNATURE: [Signature] 4/28/99 305 740 1000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

Directors

John V. Holten
30 Round Hill Club Road, Greenwich, Connecticut 06831
S.S.N.: None

546031 - 90006 - 49
F97000004316

Gunnar E. Klintberg
22 Shore Road, Old Greenwich, Connecticut 06870
S.S.N.: 002-44-2722

A. Peter Østberg
30 Huckleberry Lane, Darien, Connecticut 06820
S.S.N.: 071-70-7157

Officers

John V. Holten, Chairman of the Board
30 Round Hill Club Road, Greenwich, Connecticut 06831
S.S.N.: None

Thomas C. Highland, President & Assistant Secretary
7120 Lago Drive West, Coral Gables, FL 33143
S.S.N.: 313-42-7793

Gunnar E. Klintberg, Vice President, Assistant Treasurer & Assistant Secretary
22 Shore Road, Old Greenwich, Connecticut 06870
S.S.N.: 002-44-2722

A. Peter Østberg, Vice President, Assistant Treasurer & Assistant Secretary
30 Huckleberry Lane, Darien, Connecticut 06820
S.S.N.: 071-70-7157

Diana M. Moog, Executive Vice President, Treasurer & Chief Financial Officer
319 Pintail Drive, McKinney, Texas 75070
S.S.N.: 461-27-0535

Paul A. Garcia de Quevedo, Vice President & Secretary
4564 Pecan Valley Drive, Plano, TX 75093
S.S.N.: 262-02-5925

Susan M. Tessler, Vice President & Assistant Secretary
81 Riverside Drive, Ridgefield, Connecticut 06877
S.S.N.: 111-58-7879

Raymond E. Marshall, Vice President & Assistant Secretary
5521 Roland Drive, Plano, Texas 75093
S.S.N.: 508-64-3137

Kevin J. Rogan, Vice President & Assistant Secretary
11625 Wander Lane, Dallas, Texas 75230
S.S.N.: 066-46-2453

Cynthia M. Gingrich, Senior Director of Tax & Assistant Secretary
624 Fluvia, Coral Gables, Florida 33134
S.S.N.: 264-59-2083