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BODKER, RAMSEY & ANDREWS
A PROFESSIONAL CORPORATION
ATTORNEYS & COUNSELORS-AT-LAW
SUITE 615

1800 PEACHTREE STREET, N. W.
ATLANTA, GEORGIA 30309-2507

Facsimile:
(404) 352-1285

Telephone:
(404) 351-1615

December 5, 1997

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002365554--7
-12/08/97--01084--010
*****70.00 *****70.00

Re: Quantum U.S.A. Logistics Service, Inc.
Foreign corporation qualification
Our File No. 3012.06

Dear Sir/Madam:

Enclosed please find the following documents in connection with the above-referenced matter:

- (1) Application by Foreign Corporation for Authorization to Transact Business in Florida (original);
- (2) Certificate of Existence (original); and
- (3) Check in the amount of \$70 to cover the filing fee.

Please process the above documents and issue a Certificate of Authority. Do not hesitate to contact this office if you have any questions or comments.

Very truly yours,

BODKER, RAMSEY & ANDREWS
A Professional Corporation

Alison C. Cerul

Alison C. Cerul
Paralegal to Kenneth L. Zirkman

/acc

enclosures

cc: Mr. Keith Brown
Kenneth L. Zirkman, Esq.

fl-reg.qls/4583

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC - 8 AM 9:02

mtm
12/8

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Quantum U.S.A. Logistics Service, Inc.
(Name of corporation - must include suffix)

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:

Kenneth L. Zirkman, Esq.
(Name of Person)
Bodker, Ramsey & Andrews, P.C.
(Firm/Company)
1800 Peachtree St., N.W., Suite 615
(Address)
Atlanta, Georgia 30309-2507
(City/State/Zip)

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

Kenneth L. Zirkman, Esq. at (404) 351-1615
(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. Quantum U.S.A. Logistics Service, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2348309
(FEI number, if applicable)
4. 9/30/97
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4967 Massachusetts Blvd.
College Park, Georgia 30337
(Current mailing address)
8. Logistic Services
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

JENNIFER F AULTMAN
ASSISTANT SECRETARY

(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: Keith Brown

Address: 4967 Massachusetts Blvd., College Park, Georgia 30337

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Keith Brown

Address: 4967 Massachusetts Blvd., College Park, Georgia 30337

Vice President: N/A

Address: _____

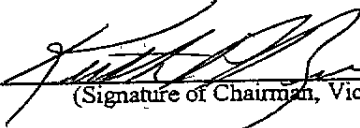
Secretary: Keith Brown

Address: 4967 Massachusetts Blvd., College Park, Georgia 30337

Treasurer: Keith Brown

Address: 4967 Massachusetts Blvd., College Park, Georgia 30337

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. Keith Brown, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973370820
CONTROL NUMBER : 9735049
DATE INC/AUTH/FILED: 09/30/1997
JURISDICTION : GEORGIA
PRINT DATE : 12/03/1997
FORM NUMBER : 211

BODKER, RAMSEY & ANDREWS
ALISON C. CERUL
STE 615, 1800 PEACHTREE ST., NW
ATLANTA, GA 303092507

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

QUANTUM U.S.A. LOGISTICS SERVICE, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

97 DEC -8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS