

Document Number Only

98000003568

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002557068-2
****70.00 ****70.00

800002557068-2
-06/11/98-01080-014
****70.00 ****70.00

W98-13489

United Parcel Service CO.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
- UCC-3 Filing
- Certified Copy
- Photo Copies
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- Will Wait
- Pick Up
- Mail Out

Name Availability
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Verifier
Acknowledgment
W.P. Verifier

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Hope

6/23

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

CT CORPORATION SYSTEM
ATTN: HOPE

SUBJECT: UNITED PARCEL SERVICE CO.
Ref. Number: W98000013489

We have received your document for UNITED PARCEL SERVICE CO. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00032827

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DIVISION OF CORPORATIONS

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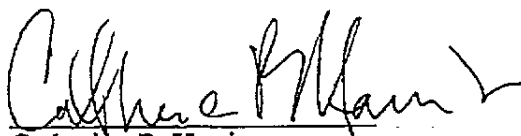
*Lee,
Please acknowledge! Thank you!
Hope - CT < UPS, CO. >*

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Catherine B. Harrison, do hereby certify that this Resolution of the Board of Directors of United Parcel Service Co., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 12, 1998.

Be it resolved, that United Parcel Service Co., organized and existing in the State of Delaware, hereby adopts the name **UPS**, Co for use in Florida.

Dated: June 15, 1998



Catherine B. Harrison
Assistant Secretary

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TALLAHASSEE FLORIDA

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. United Parcel Service Co.
(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. 13-1686691
(FEI number, if applicable)

4. January 22, 1953
(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 817.156, F.S.))

7. 55 Glenlake Parkway, NE, Atlanta, Georgia 30328
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

[Signature]
(Registered agent's signature) (Officer)

ALLAN FARNELL
ASSISTANT SECRETARY

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE FLORIDA

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Elizabeth W. Calvert
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth W. Calvert, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Officers and Directors

United Parcel Service Co.

OFFICER/DIRECTOR NAME	TITLE(s)	BUSINESS ADDRESS
Agresta, Maurice M.	Assistant Secretary Assistant Treasurer	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Calvert, Elizabeth W.	Assistant Secretary	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Capozzoli, Matthew	Vice President	United Parcel Service 1400 North Hurstborne Pkwy. Louisville, KY 40223
Clanin, Robert J.	Director Vice President Treasurer Assistant Secretary	UPS, Chief Financial Officer 55 Glenlake Pkwy. NE Atlanta, GA 30328
Coyle, Jerry T.	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Davis, D. Scott	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Del Gaudio, Jerry	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Delbrook, Thomas W.	Assistant Treasurer	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Eskew, Michael L.	Vice President	UPS, Senior Vice President 55 Glenlake Pkwy. NE Atlanta, GA 30328
Freedman, Lewis A.	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Frenzel, Robert H.	Vice President	United Parcel Service 316 Pennsylvania Avenue, SE Suite 304 Washington, DC 20003
Harrison, Catherine B.	Assistant Secretary	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Herbert, Don	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223

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 TALAHASSEE FLORIDA

Hill, Allen E.	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Howe, Don J.	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Kelly, James P.	Director (Chairman)	UPS, Chairman & Chief Executive Officer 55 Glenlake Pkwy. NE Atlanta, GA 30328
Kremeier, Terry L.	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Kuelzman, Douglas R.	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Lekites, Robert	Vice President	United Parcel Service Co. 1400 North Hurstbourne Pkwy. Louisville, KY 40223
MacLean, Linda M.	Assistant Secretary Assistant Treasurer	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Moderow, Joseph R.	Vice President Secretary Assistant Treasurer	UPS, Senior Vice President 55 Glenlake Pkwy., NE Atlanta, GA 30328
Nicomini, Robert A.	Assistant Treasurer	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Pica, Eugene A.	Assistant Secretary Assistant Treasurer	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Schaffer, Charles L.	Vice President	UPS, Chief Operating Officer 55 Glenlake Pkwy. NE Atlanta, GA 30328
Scott, Sr., Thomas G.	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Teetz, Melvin	Vice President	United Parcel Service 55 Glenlake Pkwy. NE Atlanta, GA 30328
Thompson, David L.	Vice President	United Parcel Service 1400 North Hurstbourne Pkwy. Louisville, KY 40223
Weidemeyer, Thomas H.	President Director	UPS, Senior Vice President 55 Glenlake Pkwy. NE Atlanta, GA 30328

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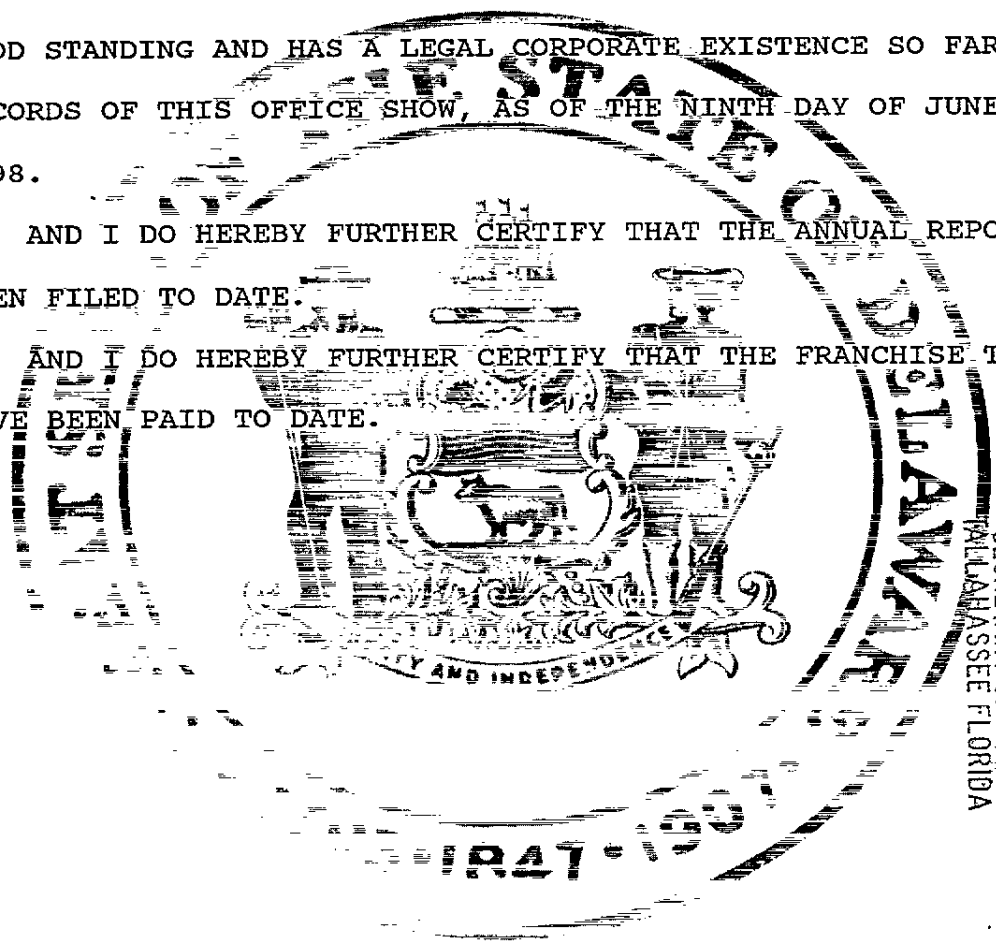
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED PARCEL SERVICE CO." 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 NINTH DAY OF JUNE, A.D. 1998.

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

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



SECRETARY OF STATE
WILMINGTON, DELAWARE

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9128397
DATE: 06-09-98