



THE UNITED STATES
CORPORATION
COMPANY

E980000005303

ACCOUNT NO. : 072100000032

REFERENCE : 965352 4305122

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1998

ORDER TIME : 1:13 PM

ORDER NO. : 965352-005

CUSTOMER NO: 4305122

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RECEIVED
98 SEP 21 PM 1:37
DIVISION OF CORPORATION

CUSTOMER: Glenda Strobush, Legal Asst
Fredrikson & Byron, P.A.
1100 International Centre
900 Second Avenue South
Minneapolis, MN 55402

FOREIGN FILINGS

NAME: PARCEL SHIPPERS EXPRESS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 21 PM 2:48

FILED

WCA/21

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

4 pgs

**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. Parcel Shippers Express, 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. Wisconsin 3. 39-1696865
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 22, 1991 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. October 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6300 Shingle Creek Parkway, Suite 600
Minneapolis, MN 55430-2124
(Current mailing address)
8. Small parcel distribution from manufacturer to consumer.
(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.


(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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TALLAHASSEE FLORIDA

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

A. DIRECTORS

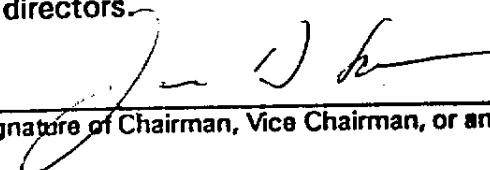
Chairman: John L. Clark
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
DIRECTOR
~~VICE CHAIRMAN~~
Vice Chairman: James Schaser
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
Director: Bruce F. Lohn
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
Director: Michael E. O'Neil
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124

B. OFFICERS - CEO & COB - John L. Clark

President: James Schaser
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
Vice President: Bruce F. Lohn
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
Secretary: Bruce F. Lohn
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124
Treasurer: Michael E. O'Neil
Address: 6300 Shingle Creek Pkwy. Ste. 600
Minneapolis, MN 55430-2124

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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. James Schaser, President
(Typed or printed name and capacity of person signing application)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

PARCEL SHIPPERS EXPRESS, INC.


is a domestic corporation organized under the laws of this state and that its date of incorporation is FEBRUARY 22, 1991

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TALLAHASSEE FLORIDA

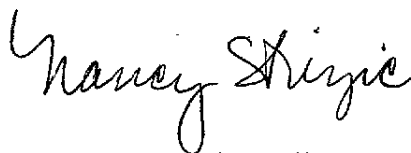
I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on SEPTEMBER 18, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.