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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002818247-8
-03/25/99-01060-017
****285.00 ****285.00

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DIVISION OF CORPORATIONS
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National Logistics Services, L.L.C.

☐ 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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3/25

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. National Logistics Services, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. 52-2063341
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 10, 1997 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 11407 Cronhill Drive
Owings Mills, MD 21117
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Richard C. Gillum</u>	<u>MGRM</u>	_____	_____
<u>212 N. Ann Arbor</u>		_____	
<u>Oklahoma City, OK 73127</u>		_____	
<u>Steven W. Buck</u>	<u>MGRM</u>	_____	_____
<u>Owings Mills, MD 21117</u>		_____	
<u>11407 Cronhill Drive</u>		_____	
<u>James P. DeCarlo</u>	<u>MGRM</u>	_____	_____
<u>11407 Cronhill Drive</u>		_____	
<u>Owings Mills, MD 21117</u>		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

National Logistics Services, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T CORPORATION SYSTEM
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Signature)

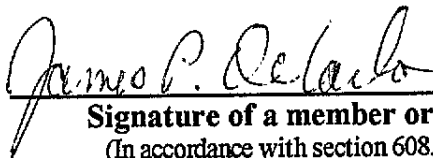
Charlie Shampang, Asst. Secy.

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of National Logistics
Services, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 0.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ See 1 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ See 2 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

James P. DeCarlo, Executive Vice President & CFO
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

Addendum

1. 19,001,600.00
2. 19,001,600.00

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NATIONAL LOGISTICS SERVICES, L.L.C.
PROFORMA BALANCE SHEET
January, 1998

ASSETS

CURRENT ASSETS

Accounts Receivable	\$10,500,000
Inventory	7,250,000
Prepaid expenses and other current assets	<u>680,000</u>
Total Current Assets	\$18,430,000

Property, plant and equipment, at cost,	
less accumulated depreciation	473,600
Deposits and other assets	<u>98,000</u>
Total	\$571,600

Total Assets

\$19,001,600

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NATIONAL LOGISTICS SERVICES, L.L.C.
PROFORMA BALANCE SHEET
January, 1998

LIABILITIES AND MEMBERS EQUITY

CURRENT LIABILITIES

Accounts Payable	\$6,365,000
First National credit line	\$600,000
Current portion of long-term debt	\$900,000
Accrued compensation	1,250,000
Accrued expenses and other current liabilities	<u>760,000</u>
Total Current Liabilities	\$9,875,000

Long-Term debt, less current maturities	<u>4,450,000</u>
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Total Liabilities	\$14,325,000
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Members Equity	\$4,676,600
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Total Liabilities and Members Equity	<u><u>\$19,001,600</u></u>
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State of Delaware
Office of the Secretary of State

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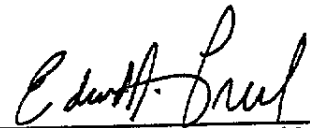
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL LOGISTICS SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 1999.

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

2758197 8300

991114121




Edward J. Freel, Secretary of State

9646426

AUTHENTICATION:

03-24-99

DATE: