

M 99000001420



A PROFESSIONAL
LAW CORPORATION

201 South Main Street
Suite 1800
Salt Lake City, Utah
84111-2218
Post Office Box 45898
Salt Lake City, Utah
84145-0898
Telephone 801 532-1234
Facsimile 801 536-6111
E-Mail: pbl@pblutah.com

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-08/30/99--01078--021
****285.00 ****285.00

August 27, 1999

VIA OVERNIGHT MAIL

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Express Services Florida, L.L.C.

Dear Sir or Madam:

Enclosed herewith please find the following items for Express Services Florida, L.L.C., a Utah limited liability company:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Certificate of Good Standing from the State of Utah
3. Check for \$285 to cover the filing fee.

If you find these documents acceptable, please return a letter of acknowledgment to me at the address listed above. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Patrick C. Cannon".
Patrick C. Cannon

Enclosure

~~699-20507~~
FILED
99 SEP 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
M99-1420



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 3, 1999

PATRICK C. CANNON
PARSONS BEHLE & LATIMER
PO BOX 45898
SALT LAKE CITY, UT 84145-0898

SUBJECT: EXPRESS SERVICES FLORIDA LLC
Ref. Number: W99000020507

We have received your document for EXPRESS SERVICES FLORIDA LLC and your check(s) totaling \$285.00. 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 limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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: 399A00044056

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION OF THE SOLE MEMBER
OF EXPRESS SERVICES FLORIDA, LLC**

The undersigned as the sole member of Express Services Florida, LLC (the "Company"), hereby consents to and adopts the following resolution:

WHEREAS, it is in the best interest of the Company to qualify to do business in Florida;

WHEREAS, the name "Express Services Florida, L.L.C." is not available for use in Florida;

IT IS HEREBY RESOLVED, that the Company shall qualify to do business in Florida under the name "One Express Services, L.L.C."

IN WITNESS WHEREOF, the undersigned as the sole member of the Company has adopted this resolution this 9 day of September, 1999.


Richard C. Watchman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Express Services Florida, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Utah
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 87-0617782
(FEI number, if applicable)
4. September 4, 1998
(Date of Organization)
5. December 31, 2040
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 12159 SW 132nd Court, Suite 102
Miami, FL 33186
(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:
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<u>Richard Watchman</u>	<u>MGRM</u>		
<u>3 Sunwood Lane</u>			
<u>Sandy, Utah 84092</u>			

<u>Swen Herbert Benson</u>	<u>MGRM</u>		
<u>13373 SW 151 Terrace</u>			
<u>Miami, FL 33186</u>			

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

**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:

Express Services Florida, L.L.C.

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

Swen Herbert Benson

(Name)

13373 SW 151 Terrace

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami

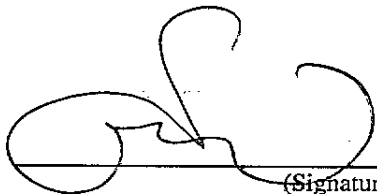
FL

33186

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Signature)

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 _____
Express Services Florida, L.L.C.

_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$200,000;

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ Ø;

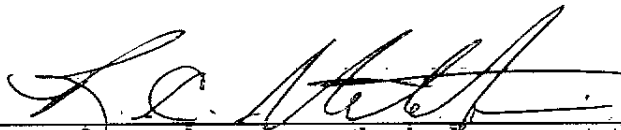
(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$200,000

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Richard Watchman

Typed or printed name of signee

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99 SEP 13 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

08/26/99

--- STATE OF UTAH - DEPARTMENT OF COMMERCE ---
--- CERTIFICATION OF GOOD STANDING ---

15:53:24

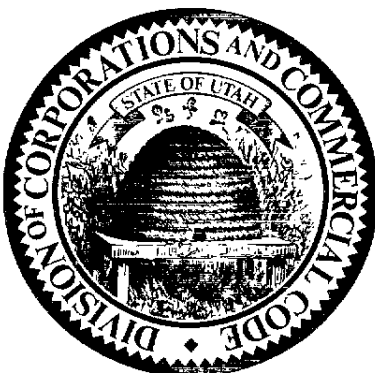
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT
EXPRESS SERVICES FLORIDA LLC

IS A UTAH LIMITED LIABILITY COMPANY AND IS QUALIFIED TO TRANSACT BUSINESS IN
THE STATE OF UTAH. A CERTIFICATE OF ORGANIZATION WAS ISSUED FROM THIS
OFFICE ON 09-04-1998 AND SAID LIMITED LIABILITY COMPANY IS IN GOOD STANDING,
AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

FILE # 028867

DATED THIS 26TH DAY
OF AUGUST, 1999

| THIS CERTIFICATION IS NOT VALID
| UNLESS PRINTED ON PAPER DISPLAYING
| THE STATE SEAL IN BLUE, THE REMOTE ACCESS CERTIFICATION # 066139
| DIVISION SEAL IN GOLD, AND THE
| DIVISION DIRECTOR'S SIGNATURE




Lorena P. Rizzo
Division Director of
Corporations and Commercial Code