

CERTIFICATE OF AUTHORITY
OF

TENDER SENDER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TENDER SENDER, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **TENDER SENDER, INC.** to transact business in this State under the name **TENDER SENDER, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 8, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is TENDER SENDER, INC.
2. *The name which it shall use in Idaho is TENDER SENDER, INC.
3. It is incorporated under the laws of OREGON
4. The date of its incorporation is March 10, 1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 610 Boca Ratan Drive, Lake Oswego, OR 97034
6. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
intends to franchise its parcel packaging, wrapping and
shipping service
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Michael Hanna	President/Director	12516 N.E. 5th Court Vancouver, WA 98665
Terry Lock	VP-Fin/Sec/Treas Director	5226 S.W. Menefee Drive Portland, OR
John G. Eckmann	VP-Admin/ Director	610 Boca Ratan Drive Lake Oswego, OR
Russell Boardman	VP-Mktg/ Asst. Sec.	7580 Maple Drive Portland, OR

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000,000</u>	<u>Common</u>	<u>\$0.01</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
4,173,000	Common	\$0.01

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated MARCH 28th, 19 83 ✓

Michael Hanna ✓
By Michael Hanna

Its _____ President
and E. Russell Boardman ✓
E. Russell Boardman
Its _____ Asst. Secretary

STATE OF Oregon)
COUNTY OF Multnomah) ss:

I, Mary Lou Knight-Kornbrodt, a notary public, do hereby certify that on
✓ this 28th day of March, 19 83, personally appeared before
me Michael Hanna, who being by me first duly sworn, declared that he
is the President of Tender Sender, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Mary Lou Knight-Kornbrodt ✓
Notary Public

My Commission Expires 2/3/87

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Oregon

Department of Commerce Corporation Division

I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of

.....TENDER SENDER, INC.

with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that the above corporation is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this office that are required by the laws of this state.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 1st day of April, 1983.



Frank J. Healy
Corporation Commissioner

By *[Signature]*

ARTICLES OF INCORPORATION
OF
TENDER SENDER, INC.

FILED
MAR 10 1982
CORPORATION DIVISION

The undersigned, a natural person over the age of 18 years and acting as incorporator under the Oregon Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is Tender Sender, Inc., and its duration shall be perpetual.

ARTICLE II: REGISTERED OFFICE

The initial registered office of this Corporation in the State of Oregon shall be located at 610 Boca Ratan Drive, Lake Oswego, Oregon 97034. The initial registered agent at said address shall be Michael Hanna.

ARTICLE III: PURPOSE

The purposes and powers of the Corporation are:

1. To conduct a general parcel service business.
2. To engage in any lawful activity for which a Corporation may be organized under Chapter 57 of the Oregon Revised Statutes.
3. The several clauses contained in this Article III shall be construed both as purposes and powers, and the statements contained in each clause, except where otherwise expressed, shall in no wise be limited or restricted by reference to, or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. This Corporation shall have all

the powers now or hereafter conferred by the laws of the State of Oregon and of any other state or country in which it may be operating, whether or not such powers be enumerated in these Articles of Incorporation. The business or purpose of this Corporation is from time to time to do any one or more of the acts and things herein set forth, and it is provided hereby that the enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE IV: AUTHORIZED CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V: DIRECTORS

The business and affairs of the Corporation shall be managed by a governing board called the Board of Directors, and the number thereof shall be fixed by the bylaws of this corporation, but shall not be less than three, except that if all shares of the Corporation are owned beneficially and of record by fewer than three shareholders, the number of directors may be less than three, but not less than the number of shareholders. The number so fixed may be increased or decreased within the limits above specified from time to time by amendment to the bylaws. Any directorship to be filled by reason of an increase in the number of directors may be filled by a majority vote of the then-existing Board of Directors.

The initial Board of Directors shall consist of three directors whose names and addresses are as follows:

Michael Hanna
12516 N.E. 5th Court
Vancouver, WA 98665

Terry Lock
5226 S. W. Menefee Drive
Portland, OR 97201

John Eckmann
610 Boca Ratan Drive
Lake Oswego, OR 97034

ARTICLE VI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and addition to, and not in limitation of, the powers conferred on directors by law, the Board of Directors is expressly authorized:

1. To manage the business and offices of this Corporation and to appoint and remove all officers, agents, fiduciaries, employees, contractors, counsel, auditors and others and to fix their compensation.

2. To exercise all powers conferred on this Corporation and all powers necessary or proper to carry out the purposes of this Corporation which are not expressly reserved to shareholders by statute or these Articles of Incorporation and any Amendments thereto.

3. To adopt, alter, amend or repeal the bylaws of this Corporation.

4. To fix the compensation of the directors.

5. To authorize or cause to be executed mortgages, liens and encumbrances upon the real and personal property of this Corporation.

6. To set apart out of any of the net profits arising from the business of this Corporation a reserve or reserves for any

proper purpose or to abolish any such reserve in the manner in which it was created.

7. To fill any vacancy on the Board of Directors occurring by reason of death, inability to serve or resignation of a director, by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors.

8. To distribute assets of this Corporation to the shareholders in partial liquidation out of stated capital or capital surplus, in cash or property, or both, in its discretion, if such distribution is otherwise consistent with laws of the State of Oregon.

9. To create and issue (whether or not in connection with the issuance and sale of any of this Corporation's shares or other securities or obligations) warrants, rights, options or other obligations convertible into, exchangeable for or entitling the holder thereof to purchase from this Corporation shares of any class or classes, either unissued or treasury. Such warrants, rights, options or other obligations shall be evidenced in such manner as the Board of Directors shall approve and shall set forth the terms on which, the time or times within which and the price or prices at which such shares may be purchased from this Corporation upon the exercise of any such warrants, rights, options or other obligations. The price or prices to be received for any shares having a par value, other than treasury shares, to be issued upon the exercise of such warrants, rights, options or other obligations shall not be less than the par value thereof.

In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for such warrants, rights, options or other obligations or the shares underlying them shall be conclusive.

10. To issue authorized, but unissued shares of this Corporation at such times, on such terms and for such type and amount of consideration, not less than the par value thereof, if such shares have a par value, as the Board of Directors may determine, and the judgment of the Board of Directors as to the value of the consideration received shall be conclusive in the absence of fraud in the transaction.

11. To purchase, take, receive or otherwise acquire, hold, own, pledge, sell, transfer or otherwise assign shares, securities or other obligations of this Corporation (whether issued, unissued, or treasury shares or securities, and whether in connection with the issuance and sale of any stock, obligations or other securities of this Corporation or otherwise) at such times, on such terms and for such consideration, whether less than the par value thereof or not, as they shall deem adequate; and as example, but not by way of limitation, to purchase shares or other securities of this Corporation for the purpose of eliminating fractional shares, collecting or compromising indebtednesses of this Corporation, paying dissenting shareholders or for effecting subject to the laws of the State of Oregon, the retirement of redeemable shares of this Corporation by redemption or by purchase, or for any other purpose permitted by laws.

12. To declare dividends out of the depletion reserves of the Corporation subject to the limitations imposed by these Articles of Incorporation or by applicable law.

ARTICLE VII: INTERESTED TRANSACTIONS

No contract or other transaction between this Corporation and any other corporation or concern shall be invalid or voidable merely by reason of the fact that one or more shareholders, directors or officers of this Corporation are interested in or are directors or officers of such other corporation or concern, and any shareholder, director or officer of this Corporation may be a party to, interested in or profit from any contract or transaction with this Corporation, provided that the relationship, interest or profit is disclosed to the Board of Directors of this Corporation and the contract or transaction is duly approved by a majority of the directors present when such contract or transaction is authorized, approved or ratified, without counting the vote of any director so interested or related; however, such director may be counted for purposes of determining existence of a quorum. No such shareholder, director or officer shall be disqualified from acting as such, nor be liable for any loss incurred under or by reason of such contract or transaction, merely by reason of such relationship or interest. Where such director's vote is necessary to the entering of such contract or transaction, the contract or transaction shall not be void or voidable if it is fair to this Corporation or its shareholders at the time it is authorized or approved.

ARTICLE VIII: PREEMPTIVE RIGHTS

No holder of shares of this Corporation, as such, shall be entitled, as a matter of preferential or preemptive right, to subscribe for or purchase any stock of any class, any rights, warrants or options with respect thereto, or any obligation or security convertible into or exchangeable for any such stock or other security, which this Corporation may issue, sell, assign or otherwise transfer, regardless of the consideration therefor, and whether issued, sold, assigned or transferred out of unissued stock or other securities or out of stock or other securities acquired by the Corporation after the issue thereof.

ARTICLE IX: SHAREHOLDERS'S LIABILITY

The capital stock, after the amount of the subscription price has been paid in, shall be subject to no further assessment to pay debts of the Corporation. In no event shall the shareholders be personally liable for the debts of the Corporation.

ARTICLE X: TRANSFER OF STOCK

No securities of this Corporation or certificates representing such securities shall be transferred in violation of any law or of any restriction on such transfer set forth in the Articles of Incorporation or Amendments thereto, the bylaws or any buy and sell agreement, right of first refusal, or other agreement restricting such transfer to which the Corporation is a party or which is filed with the Corporation and, if certificates have been issued, reference to which restriction is made on the certificates representing such securities. The Corporation shall not be bound by any restriction not so filed and noted.

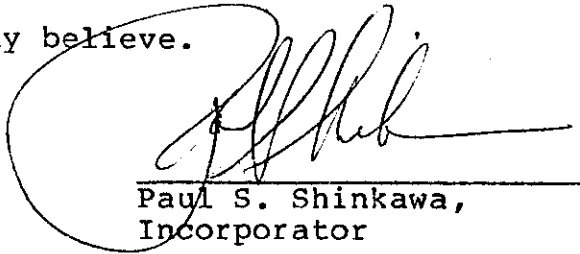
The Corporation may rely in good faith upon the opinion of its counsel with respect to such legal or contractual restrictions unless the issue has been finally determined by a court of competent jurisdiction. The Corporation and any party to any such agreement shall have the right to have a restrictive legend imprinted upon any such certificates and any certificates issued in replacement or exchange therefor or with respect thereto.

ARTICLE XI: INCORPORATOR

The name and address, including street and numbers, if any, of the incorporator is as follows:

Paul S. Shinkawa
2525 First Interstate Tower
Portland, Oregon 97201

The Articles of Incorporation are adopted and executed this 4th day of March, 1982, and are sworn to be true under the penalty of perjury, as I verily believe.



Paul S. Shinkawa,
Incorporator