

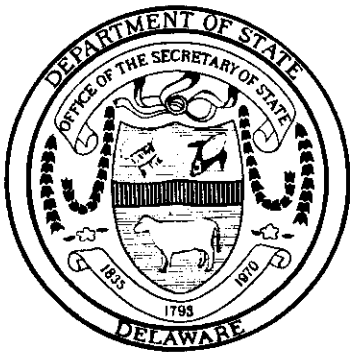


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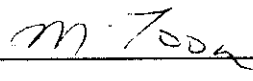
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on October 7, 1983.




Glenn C. Kenton, Secretary of State

BY: 

DATE: May 7, 1984

AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
FEDERAL EXPRESS CORPORATION
(Incorporated June 24, 1971)

FEDERAL EXPRESS CORPORATION, a Corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: that at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed Amendment to the Certificate of Incorporation of the Corporation, declaring such Amendment to be advisable and directing that such Amendment be submitted to the stockholders of the Corporation for their approval at their next annual meeting. The Resolution setting forth the proposed Amendment is as follows:

RESOLVED, that there is hereby adopted an Amendment to the Company's Certificate of Incorporation pursuant to which Article Fourth of the Certificate of Incorporation shall be further amended to change the authorized capital stock of the Company from 54,091,810 shares consisting of 91,810 shares of \$9.50 Cumulative Preferred Stock, par value \$1.00 per share, 4,000,000 shares of Series Preferred Stock, no par value, and 50,000,000 shares of Common Stock, par value \$0.10 per share, to 104,091,810 shares consisting of 91,810 shares of \$9.50 Cumulative Preferred Stock, par value \$1.00 per share, 4,000,000 shares of Series Preferred Stock, no par value, and 100,000,000 shares of Common Stock, par value \$0.10 per share.

SECOND: that the Amendment to the Certificate of Incorporation effected by this Certificate was duly authorized at a meeting of the stockholders of the Corporation by the holders of a majority of the outstanding shares of Common Stock, after having first been declared advisable by the Board of Directors of the Corporation, all in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: that the first sentence of Article Fourth is amended to read as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 104,091,810 shares consisting of 4,000,000 shares of Series Preferred Stock, no par value (herein called the "Series Preferred Stock"), 91,810 shares of \$9.50 Cumulative Preferred Stock, par value \$1.00 per share (herein called the "Non-Convertible Preferred Stock"), and 100,000,000 shares of Common Stock, par value \$0.10 per share (herein called the "Common Stock").

IN WITNESS WHEREOF, FEDERAL EXPRESS CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Frederick W. Smith, its Chairman of the Board, Chief Executive Officer and President, and attested by Robert L. Cox, its Secretary, this 27th day of September, 1983.

CORPORATE SEAL

Attest:

Robert L. Cox
ROBERT L. COX

Frederick W. Smith
FREDERICK W. SMITH
Chairman of the Board, Chief
Executive Officer and President