

State of Idaho

Department of State

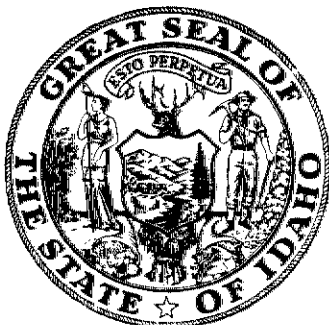
CERTIFICATE OF AUTHORITY OF

UPS WORLDWIDE LOGISTICS, INC.
File number C 120436

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UPS WORLDWIDE LOGISTICS, 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 UPS WORLDWIDE LOGISTICS, INC. to transact business in this State under the name UPS WORLDWIDE LOGISTICS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Michael Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is UPS WORLDWIDE LOGISTICS, INC.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 12/18/92 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
c/o The Corporation Trust Company 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 N 6TH ST BOISE ID 83701
_____, and its registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: 6/15/97

UPS WORLDWIDE LOGISTICS, INC.
(Corporation Name)
By [Signature] Asst. Secy
(Its President, Vice President, Secretary or Assistant Secretary
(please specify))

IDAHO SECRETARY OF STATE

Secretary of State
EX: 181839408 CT: 69776 BH: 27148

CCAP

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

UPS WORLDWIDE LOGISTICS, INC.

OFFICERS & DIRECTORS

AS OF SEPTEMBER 1, 1996

<u>NAME</u>	<u>TITLE</u>
Agresta, Maurice M.	Assistant Secretary Assistant Treasurer
Alden, John W.	Director
Bogen, Richard L.	President
Clanin, Robert J.	Director Vice-President Treasurer Assistant Secretary
Dant, John	Vice-President
Debrook, Thomas	Assistant Secretary
DiMaggio, Daniel P.	Senior Vice-President
Greene, Richard	Vice-President
Hill, Allen	Vice-President
Kelly, James	Vice-President
Moderow, Joseph R.	Vice-President Secretary Assistant Treasurer
Nelson, Kent C.	Director Chairman
Pica, Eugene A.	Assistant Secretary Assistant Treasurer
Reitman, Edwin	Vice-President
Tetz, Melvin	Vice-President
Calvert, Elizabeth W.	Assistant Secretary

Address for all Officers and Directors:
990 Hammond Drive, Atlanta, GA 30328

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPS WORLDWIDE LOGISTICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

2319511 8300

DATE:

8528312

971209553

06-25-97