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SEC. OF STATE  
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# Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF EMERY AIR FREIGHT CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING OF AIR FREIGHT, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF APRIL, A.D. 1989, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 12188414

DATE: 05/23/1989