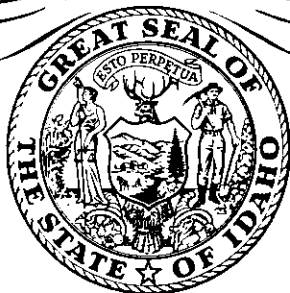


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

UNITED PARCEL SERVICE, INC.

was filed in the office of the Secretary of State on the **Seventh** day of **October** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **October**, A.D., 19 **63.**

Secretary of State.

ARTICLES OF INCORPORATION
OF
UNITED PARCEL SERVICE, INC.

* * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be
UNITED PARCEL SERVICE, INC.

SECOND: That the purposes for which it is formed shall be:

Operation of motor trucks and other vehicles for carriage of products and related purposes incident thereto.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post office address of its registered office in the State of Idaho shall be 711 $\frac{1}{2}$ Bannoch Street, Boise, County of Ada.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be two thousand (2,000) of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Two Thousand Dollars (\$2,000.00), all of which shall be common stock.

SIXTH: The names and post office addresses of the subscribers and the number of shares and class of stock subscribed for by each, are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES Common
Robert E. Boyd	401 Spring Mill Rd. Villanova, Pa.	1
Henry G. Canda, Jr.	920 Lewis Lane Rosemont, Pa.	1
Carmin L. Hilbourn	302 Van Sant Drive Palmyra, N. J.	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

In Witness Whereof, we do make and execute this

certificate in triplicate, this 3rd day of October, A.D. 1963.

Robert E. Boyd
Robert E. Boyd

Henry G. Canda, Jr.
Henry G. Canda, Jr.

Carmin L. Hilbourn
Carmin L. Hilbourn

STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } SS:

On this 3rd day of October, A.D. 1963, before me, Nancy J. Kerst, a notary public, personally appeared Robert E. Boyd, Henry G. Canda, Jr. and Carmin L. Hilbourn, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Nancy J. Kerst

Notary Public, Philadelphia, Phila. Co., Pa.
My Commission Expires December 11, 1968