

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
DPD, INC.**

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is DPD, INC.

SECOND: The name which it elects to use in Rhode Island is n/a

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is November 28, 1973 and the period of its duration is perpetual

FIFTH: 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 - Corporate Trust Center - 1209 Orange Street - Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are To engage in, contract and carry on a general trucking, forwarding, shipping, expressing, transfer and distributing business, including the receiving, handling, packing, shipping and forwarding of goods, wares and merchandise, and all classes of freight in intrastate, interstate and foreign commerce and in general to carry on the business of a contract or common carrier by motor vehicle and any business incidental thereto.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
M. Anthony Burns	Director	3600 N.W. 82nd Avenue - Miami, Florida 33166
Donald W. Estes	Director	3600 N.W. 82nd Avenue - Miami, Florida 33166
Harmon F. Hoffmann	Director	3600 N.W. 82nd Avenue - Miami, Florida 33166
.....		
Donald W. Estes	President	3600 N.W. 82nd Avenue - Miami, Florida 33166
Edwin A. Huston	Vice President	3600 N.W. 82nd Avenue - Miami, Florida 33166
James M. Herron	VP & Secretary	3600 N.W. 82nd Avenue - Miami, Florida 33166
Charles F. Wilson	Treasurer	3600 N.W. 82nd Avenue - Miami, Florida 33166
SEE ATTACHED LIST OF ADDITIONAL OFFICERS		

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	common	-	\$10.00 par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	common	-	\$10.00 par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 220,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 3,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 60,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 400,000

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

Dated May 20, 1985

DPD, INC.
[Exact Corporate Name of Corporation Making Application]

By David R. Parker
Its Vice President
and Fred Ray Stuever *of law*
Its Asst. Secretary
FRED RAY STUEVER
Assistant Secretary

STATE OF Florida }
COUNTY OF Dade } Sc.

At Miami in said County on the 20th day
of May 1985, before me personally appeared
David R. Parker, who being by me first duly sworn, declared that
he is the Vice President of DPD, INC.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Beverly Bayne
Notary Public

(NOTARIAL SEAL)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1988
BONDED UNDER PUBLIC SALES CONTRACT # 15845

34601

		0015	25.00
		0020	25.00
05/22/85	PAID	00244101	

MAY 14 1985

Jm

05/06/85

DPD, INC.

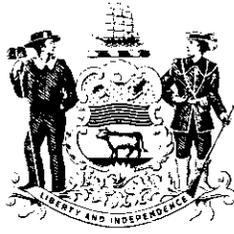
LIST OF ADDITIONAL OFFICERS

M. ANTHONY BURNS	CHAIRMAN OF THE BOARD
C. ROBERT CAMPBELL	EXECUTIVE VICE PRESIDENT
TERRY W. KENNEDY	EXECUTIVE VICE PRESIDENT
ROBERT E. BUTZ	EXECUTIVE VICE PRESIDENT
THOMAS C. CARDILE	VICE PRESIDENT
WILLIAM W. DEES	VICE PRESIDENT
RONALD H. DUNBAR	VICE PRESIDENT
LYNN R. GORMAN	VICE PRESIDENT
RICHARD R. GREEN	VICE PRESIDENT
HARMON F. HOFFMANN	VICE PRESIDENT
J. WAYNE JOHNSON	VICE PRESIDENT
PAUL J. LEVERING	VICE PRESIDENT
MEL A. MAHLER	VICE PRESIDENT
LARRY S. MULKEY	VICE PRESIDENT
DANIEL K. O'CONNELL	VICE PRESIDENT
DAVID R. PARKER	VICE PRESIDENT
GERALD R. RIORDAN	VICE PRESIDENT
GLENN A. SCHNEIDER	VICE PRESIDENT
JAMES L. SHIPLET	VICE PRESIDENT
DOUGLAS M. SLACK	VICE PRESIDENT
MARSHALL B. TAYLOR	VICE PRESIDENT
JAMES F. VON BAMPUS	VICE PRESIDENT
ROSS C. ROADMAN	CONTROLLER
JEFFREY J. MURPHY	ASSISTANT SECRETARY
FREDERICK V. PERRY	ASSISTANT SECRETARY
FRED RAY STUEVER	ASSISTANT SECRETARY
DALE A. TIBBETS	ASSISTANT SECRETARY
C. PHILLIP ALEXANDER	ASSISTANT TREASURER
LEWIS DAVIS	ASSISTANT TREASURER
GERALD T. MEYN	ASSISTANT TREASURER
DONALD L. OUMET	ASSISTANT TREASURER
HARVEY SMALHEISER	ASSISTANT TREASURER

ADDRESS

3600 N.W. 82nd Avenue
Miami, Florida 33166

bb/0162A

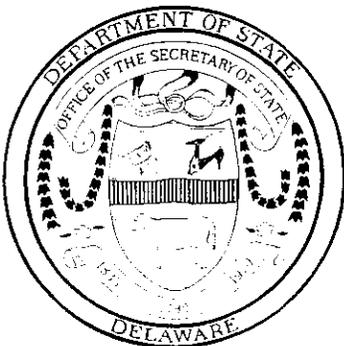


State of DELAWARE



Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on November 28, 1973



Michael Harkins
Michael Harkins, Secretary of State

BY:

M. Harkins

DATE:

May 17, 1985

CERTIFICATE OF INCORPORATION

OF

DFD, INC.

* * * * *

FIRST: The name of the corporation is

DFD, INC.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To engage in, contract and carry on a general trucking, forwarding, shipping, expressing, transfer and distributing business, including the receiving, handling, packing, shipping and forwarding of goods, wares and merchandise, and all classes of freight in intrastate, interstate and foreign commerce and in general to carry on the business of a contract or common carrier by motor vehicle and any business incidental thereto.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject

to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The name and mailing address of the incorporators are as follows:

<u>NAMES</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
R. F. Andrews	100 West Tenth Street Wilmington, Delaware 19801

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

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

To make, alter or repeal the by-laws of the corporation.

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

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

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 stockholders' meeting

duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH: No stockholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any shares of any class, either in whole or in part, to the existing stockholders of any class.

ELEVENTH: Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide.

The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

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

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 28th day of November, 1973.

S. E. Widdoes

W. J. Reif

R. F. Andrews