

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

113046

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is FedEx Corporate Services, Inc. ^(42C) _{24617, 32522 80269 + 110177} *also Consents Attached*
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____

(If 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.)

4. The date of its incorporation is February 4, 2000 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street _____
Providence 02903 _____
(City/Town) (Zip Code) and the name of its proposed registered agent in
Rhode Island at that address is C T Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sales, marketing and computer services. Notwithstanding the foregoing, 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 Rhode Island.

8. The names and respective addresses of the directors and officers are:

| | Name | Address |
|----------------|---------------------------------|---------|
| Director | See attached list of directors. | |
| Director | | |
| President | See attached list of officers | |
| Vice President | | |
| Secretary | | |
| Treasurer | | |

FILED

JUN 20 2000

By

[Signature] 45653

9. 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:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|------------------|--------------|-------------|--|
| 1,000 | Common Stock | (No series) | \$0.01 |

10. 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:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|------------------|--------------|-------------|--|
| 1,000 | Common Stock | (No series) | \$0.01 |

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0.01%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 0.00%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 2,035,254,603.

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 207,181.

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 1,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0

16. This application is accompanied by certified copies 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 June 5, ~~2000~~ 2000

FedEx Corporate Services, Inc.

(Exact Corporate Name of Corporation Making Application)

By Christine P. Richards
☐ President or ☒ Vice President (check one)

Christine P. Richards

By Andrew M. Paalborg
☒ Secretary or ☐ Assistant Secretary (check one)

Andrew M. Paalborg

STATE OF Tennessee
COUNTY OF Shelby

In Memphis, on this 5th day of June, ~~2000~~ 2000, personally appeared before me Andrew M. Paalborg, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Susan M. Thone
Notary Public Susan M. Thone

My Commission Expires: February 25, 2004

Appendix to Rhode Island
Application for Certificate of Authority

**Directors of
FedEx Corporate Services, Inc.**

1. Frederick W. Smith
942 South Shady Grove Road
Memphis, Tennessee 38120
2. Dennis H. Jones
942 South Shady Grove Road
Memphis, Tennessee 38120
3. T. Michael Glenn
942 South Shady Grove Road
Memphis, Tennessee 38120
4. Alan B. Graf, Jr.
942 South Shady Grove Road
Memphis, Tennessee 38120
5. Kenneth R. Masterson
942 South Shady Grove Road
Memphis, Tennessee 38120
6. David J. Bronczek
2005 Corporate Avenue
Memphis, Tennessee 38132
7. Daniel L. Sullivan
1000 RPS Drive
Coraopolis, Pennsylvania 15108
8. Joseph C. McCarty
6075 Poplar Avenue
Memphis, Tennessee 38119

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
FedEx Corporate Services, Inc.**

1. Dennis H. Jones, Executive Vice President & CIO
942 South Shady Grove Road
Memphis, Tennessee 38120
2. T. Michael Glenn, Chairman of the Board, President & CEO
942 South Shady Grove Road
Memphis, Tennessee 38120
3. David B. Edmonds, Sr. Vice President-Worldwide Account Services
942 South Shady Grove Road
Memphis, Tennessee 38120
4. Michael D. Fryt, Assistant Treasurer
942 South Shady Grove Road
Memphis, Tennessee 38120
5. Robert L. Brown, Assistant Treasurer
942 South Shady Grove Road
Memphis, Tennessee 38120
6. Robert T. Molinet, Assistant Secretary
942 South Shady Grove Road
Memphis, Tennessee 38120
7. C. Edward Klank III, Assistant Secretary
942 South Shady Grove Road
Memphis, Tennessee 38120
8. George W. Hearn, Assistant Secretary
942 South Shady Grove Road
Memphis, Tennessee 38120
9. Andrew M. Paalborg, Secretary
942 South Shady Grove Road
Memphis, Tennessee 38120
10. Michael J. Moriarty, Vice President - Corporate Accounts
1000 RPS Drive
Coraopolis, Pennsylvania 15108
11. Abe L. Perucca, Vice President - Inside Sales
1000 RPS Drive
Coraopolis, Pennsylvania 15108
12. David A. Russell, Vice President - Field Sales - Central
942 South Shady Grove Road

Appendix to Application for Certificate of Authority (cont)

- Memphis, Tennessee 38120
13. Glenda J. Corwin, Vice President - Worldwide Account Services
8215 108th Terrace
Overland Park, Kansas 66210
 14. Daniel J. Mullally, Sr. Vice President - Sales
2005 Corporate Avenue
Memphis, Tennessee 38132
 15. Edward S. DiSalvo, Sr. Vice President - Corporate Accounts
1000 RPS Drive
Coraopolis, Pennsylvania 15108
 16. James E. Webb, Sr. Vice President-Strategic Mkt Plann. & Analysis
942 South Shady Grove Road
Memphis, Tennessee 38120
 17. Laurie A. Tucker, Sr. Vice President - EC and Automation Marketing
30 FedEx Parkway
Collierville, Tennessee 38017
 18. Robert B. Carter, Sr. Vice President/CTO Customer & Revenue Systems
942 South Shady Grove Road
Memphis, Tennessee 38120
 19. Larry R. Tieman, Sr. Vice President-Cust. Ent. Resource Solutions
80 FedEx Parkway
Collierville, Tennessee 38017
 20. Winn R. Stephenson, Sr. Vice President - Technology Systems
942 South Shady Grove Road
Memphis, Tennessee 38120
 21. David G. Zanca, Vice President - IT Planning
40 FedEx Parkway
Collierville, Tennessee 38017
 22. David L. Kevern, Vice President - Worldwide Account Services
942 South Shady Grove Road
Memphis, Tennessee 38120
 23. Jerry C. Beyl, Vice President - Worldwide Account Services
942 South Shady Grove Road
Memphis, Tennessee 38120
 24. George C. Zettler, Vice President - Freight & International Sales
2005 Corporate Avenue
Memphis, Tennessee 38132
 25. Randy T. Pepper, Vice President - Pricing & Forecasting
2003 Corporate Avenue
Memphis, Tennessee 38132

Appendix to Application for Certificate of Authority (cont)

26. James R. Lyski, Vice President - US Marketing
2003 Corporate Avenue
Memphis, Tennessee 38132
27. Henry J. Maier, Vice President - Customer Automation Marketing
1000 RPS Drive
Coraopolis, Pennsylvania 15108
28. Carl W. Asmus, Vice President - Product Marketing
2005 Corporate Avenue
Memphis, Tennessee 38132
29. Christine P. Richards, Vice Pres-Cust. & Business Trans and Asst.
Sec.
942 South Shady Grove Road
Memphis, Tennessee 38120
30. William J. Cahill, Vice President - Personnel
942 South Shady Grove Road
Memphis, Tennessee 38120
31. Sharanjit Singh, Vice President - Pricing
942 South Shady Grove Road
Memphis, Tennessee 38120
32. David J. Roussain, Electronic Commerce Marketing
30 FedEx Parkway
Collierville, Tennessee 38017
33. Denise D. Wood, Vice President - Customer Systems
10 FedEx Parkway
Collierville, Tennessee 38017
34. J.P. Sarkis, Vice President - Worldwide Revenue Systems
1900 Summit Tower Boulevard
Orlando, Florida 32818
35. Cynthia H. Spangler, Vice President - Business Integration Testing
40 FedEx Parkway
Collierville, Tennessee 38017
36. Dorothy E. Berry, Vice President - Customer Integrated Technologies
20 FedEx Parkway
Collierville, Tennessee 38017
37. Mark D. Dickens, Vice President - Customer Automation
10 FedEx Parkway
Collierville, Tennessee 38017
38. Keith A. McGarr, Vice President - Technology Engineering
70 FedEx Parkway
Collierville, Tennessee 38017
39. Marlin L. Beard, Vice President - Technology Operations

Appendix to Application for Certificate of Authority (cont)

- 70 FedEx Parkway
Collierville, Tennessee 38017
40. Richard C. Cocuzzo, Vice President - Field Sales - West
2601 Main Street
Irvine, California 92614
41. Lori R. Dilonardo, Vice President - Field Sales - East
1 Penn Plaza, 26th Floor
New York, New York 10119
42. Donald C. Brown, Vice President-Financial Planning & Administration
20 FedEx Parkway
Collierville, Tennessee 38017
43. Sherry A. Aaholm, Senior Vice President - Logistics IT
6075 Poplar Ave, Suite 300
Memphis, Tennessee 38119
44. Kevin M. Humphries, Senior Vice President - Express IT
40 FedEx Parkway
Collierville, Tennessee 38017
45. Jimmy G. Burk, Vice President - Linehaul Systems
2955 Republican
Memphis, Tennessee 38118
46. Susan L. Matthews, Vice President - Shipment Management Systems
90 FedEx Parkway
Collierville, Tennessee 38017
47. Rebecca McClendon, Vice President - Information Technology
942 South Shady Grove Road
Memphis, Tennessee 38120
48. Buck D. McGugan, Vice President - Corporate Accounts
1100 Lake-Cook Road, 4th Floor
Buffalo Grove, Illinois 60089
49. Scot A. Struminger, Vice President - Corporate Headquarters Systems
60 FedEx Parkway
Collierville, Tennessee 38017
50. Brian D. Philips, Vice President - Marketing
2003 Corporate Plaza
Memphis, Tennessee 38132

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

Federal Express Corporation, a corporation organized
and existing under and by virtue of the laws of the State of Delaware
, *and authorized to transact business in the State of
Rhode Island* hereby consents to the (qualification) ~~XXXXXX~~ in Rhode Island of
a corporation having the name FedEx Corporate Services, Inc.

In Witness Whereof said Federal Express Corporation
has caused these presents to be executed in its corporate name by its
Vice President, thereunto duly authorized, and its corporate
seal to be hereunto affixed, this 23rd day of May, 2000.

Federal Express Corporation
By Burnetta B Williams
(Signature and title of officer)
VICE PRESIDENT &
ASST. TREASURER

(CORPORATE SEAL)

Attest:

Georgina
Secretary

*Omit these words if consenting corporation is organized in Rhode Island.

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

FedEx Custom Critical, Inc., a corporation organized
and existing under and by virtue of the laws of the State of Ohio
, *and authorized to transact business in the State of
Rhode Island* hereby consents to the (qualification) in Rhode Island of
~~XXXXXXXXXX~~
a corporation having the name FedEx Corporate Services, Inc.

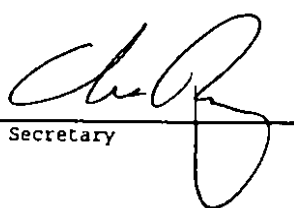
In Witness Whereof said FedEx Custom Critical, Inc.
has caused these presents to be executed in its corporate name by its
Vice President, thereunto duly authorized, and its corporate
seal to be hereunto affixed, this 16th day of May, 2000.

FedEx Custom Critical, Inc.

By K. G. H. Scott, VP & General Counsel
(Signature and title of officer)

(CORPORATE SEAL)

Attest:


Secretary

*Omit these words if consenting corporation is organized in Rhode Island.

FedEx Ground Package System, Inc., a corporation organized
and existing under and by virtue of the laws of the State of Delaware
 , *and authorized to transact business in the State of
Rhode Island* hereby consents to the (qualification) in Rhode Island of
~~incorporation~~
a corporation having the name FedEx Corporate Services, Inc.

FedEx Ground Package System, Inc.

(CORPORATE SEAL)

Test: George H. Mason
Secretary

RJ012 - LT System Change

FedEx Supply Chain Services, Inc., a corporation organized
and existing under and by virtue of the laws of the State of Ohio
, *and authorized to transact business in the State of
Rhode Island* hereby consents to the (qualification) in Rhode Island of
~~DIXIE SUPPLY CO., INC.~~
a corporation having the name FedEx Corporate Services, Inc.

By Ami P. Kelley
(Signature and title of officer)
V.P. and General Counsel

Attest:

~~A33~~ Secretary

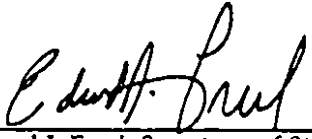
RJD18 - CT System Update

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FEDEX CORPORATE SERVICES, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0487732

DATE:

06-09-00