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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

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BUSINESS CORPORATION

By AK
213981

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- The name of the corporation is UPS SUPPLY CHAIN SOLUTIONS, INC.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
- The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
- The name of the NEW registered agent is:
Corporation Service Company
- The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 01/16/2007

Maureen Cullen
Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney in Fact
Type or Print Name of Authorized Officer

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Joseph B. Amsbary, Jr., Assistant Secretary of United Parcel Service, Inc., a Delaware corporation ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

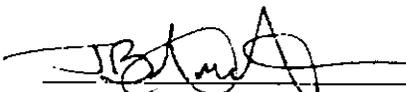
The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Joseph B. Amsbary, Jr., which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 10th day of January, 2007.

UNITED PARCEL SERVICE, INC.

BY: 
Joseph B. Amsbary, Jr.
Assistant Secretary

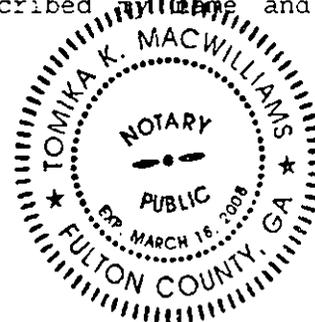
STATE OF GEORGIA)
COUNTY OF FULTON)

BEFORE ME, a Notary Public in and for said county and state, personally appeared Joseph B. Amsbary, Jr., known to me or proved to me on the basis of satisfactory evidence, to be the Assistant Secretary of United Parcel Service, Inc. having full power and authority to execute the above Power of Attorney who acknowledged that he did sign the foregoing instrument and that the same was his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 10th day of January, 2007.


Notary Public

My commission expires: March 18, 2008



NAME OF ENTITY

AVENAIR CORPORATION
BORDER BROKERAGE COMPANY, INC.
BT PROPERTY HOLDINGS, INC.
BT PROPERTY, LLC
BT REALTY HOLDINGS II, INC.
BT REALTY HOLDINGS, INC.
BT REALTY II, INC.
BT-NEWYO, LLC
BT-OH, LLC
C.C. & E. HOLDING, LLC
CONDEL, LLC
CONNECTSHIP, INC.
ELSIL CORPORATION
EVIND CORPORATION
FIB BUSINESS LOANS HOLDINGS, INC.
FNBNE BUSINESS LOANS HOLDINGS, INC.
FNBNE SBA HOLDINGS, INC.
FRITZ INTERNATIONAL INSURANCE BROKERS
GLENVIEW PROPERTIES, LLC
GLOBAL MAIL BOXES EXPRESS, INC.
GLOBAL MANAGEMENT SERVICE L.L.C.
GREAT PLAINS MANAGEMENT SERVICES, LLC
H.A. & J.L. WOOD, INC.
ISHIP, INC.
LACALOS CORPORATION
LOGISTICS SERVICE (U.S.A.) CO., INC.
MAIL BOXES ETC., INC.
MAYBERRY, LLC
MC DISTRIBUTION SERVICES, INC.
MERCHANTS PARCEL DELIVERY
MILES GROUP INC.
NEVAIR CORPORATION
OVERNITE CORPORATION
OVERNITE EMPLOYEE DISASTER RELIEF FUND
PARKPROP, INC.
SALT LAKE MANAGEMENT SERVICES, LIMITED LIABILITY
COMPANY
SASKAN CORPORATION
SOLACAL COMPANY
THE ORLY COMPANY L.L.C.
THE UPS FOUNDATION, INC.
TRAILER CONDITIONERS, INC.
TRANS-BORDER CUSTOMS SERVICES, INC.
UNITED PARCEL SERVICE CO.
UNITED PARCEL SERVICE DEUTSCHLAND INC.
UNITED PARCEL SERVICE ESPANA LTD.
UNITED PARCEL SERVICE GENERAL SERVICES CO.
UNITED PARCEL SERVICE OASIS SUPPLY CORPORATION
UNITED PARCEL SERVICE OF AMERICA, INC.
UNITED PARCEL SERVICE, INC.

NAME OF ENTITY

UPICO CORPORATION
UPINSCO, INC.
UPS AIR FREIGHT SERVICES, INC.
UPS AIR LEASING, INC.
UPS AUTOLOGISTICS, INC.
UPS CAPITAL BANCORP, INC.
UPS CAPITAL BUSINESS CREDIT
UPS CAPITAL BUSINESS CREDIT OF NEW JERSEY, INC.
UPS CAPITAL CORPORATION
UPS CAPITAL GLOBAL TRADE FINANCE CORPORATION
UPS CAPITAL INSURANCE AGENCY, INC.
UPS CAPITAL INSURANCE AGENCY, INC. OF CALIFORNIA
UPS CAPITAL INSURANCE AGENCY, INC. OF MASSACHUSETTS
UPS CAPITAL INSURANCE AGENCY, INC. OF NEVADA
UPS CAPITAL MANAGING GENERAL AGENCY, INC. OF TEXAS
UPS CAPITAL TRADE PROTECTION SERVICES, INC.
UPS CARTAGE SERVICES, INC.
UPS CONSULTING, INC.
UPS CUSTOMHOUSE BROKERAGE, INC.
UPS DEUTSCHLAND MANAGEMENT LLC
UPS DISASTER RELIEF FUND, INC.
UPS EXPEDITED MAIL SERVICES, INC.
UPS FUEL SERVICES, INC.
UPS GLOBAL INNOVATIONS, INC.
UPS GROUND FREIGHT, INC.
UPS INTERNATIONAL FORWARDING, INC.
UPS INTERNATIONAL GENERAL SERVICES CO.
UPS INTERNATIONAL, INC.
UPS INTERNET SERVICES, INC.
UPS LATIN AMERICA, INC.
UPS LOGISTICS GROUP INTERNATIONAL, INC.
UPS LOGISTICS GROUP INVESTMENTS, INC.
UPS LOGISTICS GROUP USVI LLC
UPS LOGISTICS TECHNOLOGIES, INC.
UPS MAIL INNOVATIONS, INC.
UPS MARKET DRIVER, INC.
UPS OCEAN FREIGHT SERVICES, INC.
UPS OF GREECE, INC.
UPS OF NORWAY, INC.
UPS PROCUREMENT SERVICES CORPORATION
UPS PROFESSIONAL SERVICES, INC.
UPS PROPERTIES, INC.
UPS SUPPLY CHAIN SOLUTIONS GENERAL SERVICES, INC.
UPS SUPPLY CHAIN SOLUTIONS, INC.
UPS TELECOMMUNICATIONS, INC.
UPS TRADE MANAGEMENT SERVICES, INC.
UPS WORLDWIDE FORWARDING, INC.
VISTA DISTRIBUTION CENTER, INC. (ONE)
W. Y. MOBERLY, INC.
WORLDWIDE DEDICATED SERVICES, INC.