

Filing Fee: \$75.00

ID Number: 59547



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
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is UPS Freight Services, Inc.
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 03/05/1990, authorizing it to transact business in Rhode Island under the name of: UPS Freight Services, Inc.
4. The corporate name of the corporation has been changed to UPS Supply Chain Solutions, Inc.
(If no change, so indicate.)
5. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
UPS Supply Chain Solutions, Inc.
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED

JAN 06 2003

By [Signature]

298114

RECEIVED
CORPORATIONS DIVISION
JAN 10 2003

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 152,213,107.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) 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, is 0.0000 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 346,048,549.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00.
- (c) 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 is 0.0000 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 11/25/02

CPS Freight Services, Inc.
 Print Exact Name of Corporation Making Application

By Joseph R. Moderow Joseph R. Moderow
 President or Vice President (check one)

AND

By Jeffrey D. Firestone Jeffrey D. Firestone
 Secretary or Assistant Secretary (check one)

STATE OF Georgia
 COUNTY OF Fulton

In Atlanta, on this 25th day of November, 02, personally appeared before me Joseph R. Moderow & Jeffrey D. Firestone who, being by me first duly sworn, declared that he/she is the Vice President & Assistant Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Elizabeth A. Williams
 Notary Public
 My Commission Expires MARCH 15, 2004

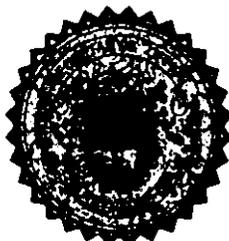
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UPS FREIGHT SERVICES, INC.", CHANGING ITS NAME FROM "UPS FREIGHT SERVICES, INC." TO "UPS SUPPLY CHAIN SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2002, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2003, AT 12:01 O'CLOCK A.M.



2170882 8100

030002677

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183213

DATE: 01-02-03