

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Fritz Companies, 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 Fritz Companies, Inc.

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

Fritz Companies, Inc.

(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 August 29, 1988 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 1013 Centre Rd., Wilmington, DE 19807

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer 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

Customs brokerage and freight forwarding and to engage in any lawful act or activity for which corporations may be organized.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Lynn C. Fritz	Director	All directors and officers are located at:
Martin R. Collins	Director	
Ronald A. Marcillac	Director	
Lynn C. Fritz	President	735 Market Street San Francisco, CA 94103
	Vice President	
Martin R. Collins	Secretary	
Lynn C. Fritz	Treasurer	

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>
5,925	Common	----	\$0.01

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>
5,925	Common	----	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 16,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 126,000,000

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 \$ -0-

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 28 February, 1990

Fritz Companies, Inc.

[Exact Corporate Name of Corporation Making Application]

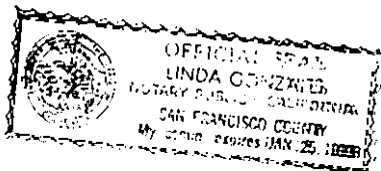
By  
Lynn C. Fritz,                      Its     xxx     President  
and  
Martin R. Collins,                Its     xxx     Secretary

STATE OF     California     }  
COUNTY OF   San Francisco   } Sc.

At     San Francisco, CA                      in said County on the 28<sup>th</sup> day  
of     *February*                      19 90, before me personally appeared  
         Martin R. Collins                      , who being by me first duly sworn, declared that  
he is the     Secretary                      of     Fritz Companies, Inc.                      ,  
that he signed the foregoing document as such     Secretary                      of the  
corporation, and that the statements therein contained are true.

*Linda Gonzalez*  
Notary Public

(NOTARIAL SEAL)



Rec'd & Filed MAR 02 1990

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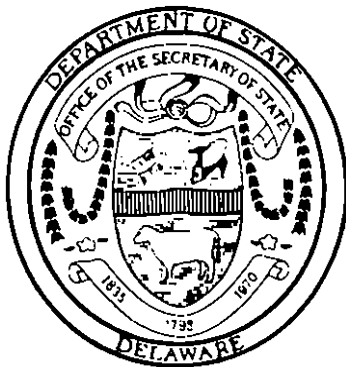


# State of DELAWARE



## 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 August 29, 1988



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: \_\_\_\_\_

*C. Wyatt*

DATE: February 27, 1990