

Filing and License Fee: \$310.00 minimum

ID Number: 148498



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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 UPS Cartage Services, Inc.

2. It is incorporated under the laws of Delaware

3. 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:*

(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:*

4. The date of its incorporation is 10/26/04 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 c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence RI 02903 (Street Address, not P.O. Box)
(City/Town) (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
To provide cartage services

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

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

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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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	Common		\$1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 79,046,992.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 7,572.

(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 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 293,748,000.

(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 \$ 1,515,000.

(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 .52 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: May 9, 2005

UPS Cartage Services, Inc.

Print Exact Name of Corporation Making Application

By Allen S. Self

President or Vice President (check one)

AND
By J. B. Amsbary, Jr.

Secretary or Assistant Secretary (check one)

STATE OF Georgia
COUNTY OF Fulton

In Atlanta, on this 31st day of May, 2005, before me personally appeared Joseph B. Amsbary, Jr. who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Tomika K. MacWilliams
Notary Public
My Commission Expires:

TOMIKA K. MacWILLIAMS
Notary Public, Fulton County, Georgia
My Commission Expires March 18, 2008

UPS Cartage Services, Inc.
List of Directors and Officers
Incorporated: Delaware
Date of Incorporation: 10/27/2004

<u>Name</u>	<u>All Titles</u>	<u>Business Address</u>	<u>Business City, State, Zip</u>
Agresta, Maurice M.	AS AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Amsbary, Jr., Joseph B.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Bishop, Richard D.	AT	55 Glenlake Parkway, NE	Atlanta, GA 30328
Calvert, Elizabeth W.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Davis, D. Scott	AS D T VP	55 Glenlake Pkwy., NE	Atlanta, GA 30328
Eskew, Michael L.	DC SVP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Firestone, Jeffrey D.	AS	55 Glenlake Parkway	Atlanta, GA 30328
Hill, Allen E.	AT D S VP	55 Glenlake Parkway	Atlanta, GA 30328
MacLean, Linda M.	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328
Pica, Eugene A.	AS AT	55 Glenlake Pkwy, NE	Atlanta, GA 30328
Tong, Winifer P.	AS AT	55 Glenlake Parkway, NE	Atlanta, GA 30328
Wallace, J. Burton	VP	55 Glenlake Parkway, NE	Atlanta, GA 30328

Title Legend:

DC - Director (Chairman)
DVC - Director (Vice Chairman)
D - Director
M - Manager (LLC)
G - Governor (LLC)
CEO - Chief Executive Officer
P - President

PAE - President Asia and Europe Region
PAR - President Americas Region
PGT - President Global Transportation Services
PSS - President Shared Services and Business Processes
PST - President Shared Services and Transportation
COO - Chief Operating Officer
CIO - Chief Information Officer
CFO - Chief Financial Officer
CSO - Chief Strategy Officer
EVP - Executive Vice President

SVP - Senior Vice President
VP - Vice President
T - Treasurer
S - Secretary
AT - Assistant Treasurer
AS - Assistant Secretary
FQO - FMC Qualifying Officer
C - Chair
TR - Trustee

Delaware

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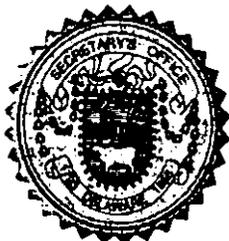
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UPS CARTAGE SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 12:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3928402

DATE: 06-06-05