

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

Remit payment in check or money  
order, payable to "Secretary of  
State."



**FILED**

FEB 27 2003

JESSE WHITE  
SECRETARY OF STATE

**CATE**  
0030315423  
This space for use by  
Secretary of State  
Date 2-27-03  
License Fee \$  
Franchise Tax \$  
Filing Fee \$ 25.00  
Penalty \$  
Interest \$  
Approved: [Signature]

1. CORPORATE NAME: American Freightways Corporation

2. STATE OR COUNTRY OF INCORPORATION: Arkansas

3. Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:  
c/o C. Edward Klank III, 942 South Shady Grove Road, Memphis, TN 38120

74-9

4. No portion of its issued shares at this time is represented by business transacted or property located in this State.

5. It surrenders its authority to transact business in Illinois.

6. It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

**(COMPLETE ONLY WHEN APPLICABLE)**

7. (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$
				\$
			TOTAL	\$

(b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$
			\$
		TOTAL	\$

**BOX 170**

0030315423

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8. Issued shares at date of execution: 2/9/01 (immediately prior to the company being merged out of existence.)

Class	Series	Par Value	Number of Shares
Common		.01	33,033,099

9. Paid-in capital at date of execution: 2/9/01 (immediately prior to the company being merged out of existence.)

Paid-in Capital \$ 125,511,916

("Paid-in Capital" replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated December 23, 2002  
(Month & Day) (Year)

American Freightways Corporation by  
FedEx Freight Corporation, Successor by  
(Exact Name of Corporation) merger

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

C. EDWARD KAVK III  
(Type or Print Name and Title)  
Assistant Secretary

Robert H. Rhea SVP  
(Type or Print Name and Title)

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BOX 170