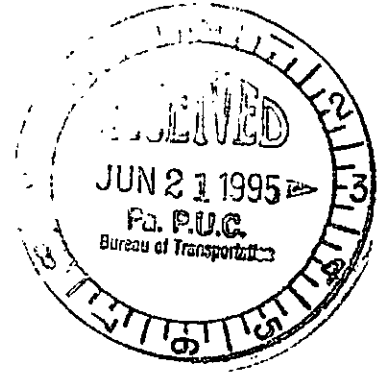




June 19, 1995



Commonwealth of Pennsylvania
Public Utility Commission
Barto Building
231 Stage Street
Harrisburg, PA 17105

RE: INTRASTATE REGISTRATION

Dear Sir:

The FAA Authorization Act of 1994 (P.L. 103-305) ("FAAAA") preempted the authority of any state to regulate the prices, routes or services of any air carrier, carriers affiliated with a direct air carrier through common controlling ownership, or any motor carrier, except with respect to safety, and financial responsibility related to insurance. Federal Express submits the enclosed application for registration for the limited purpose of complying with legitimate state safety and/or insurance regulations that remain viable after the passage of the FAAAA. Federal Express further pays under protest any fees assessed to register with your state and any per vehicle fees.

Federal Express reserves all rights to challenge the propriety or amount of the fees and to seek a refund of all overpayments or excess charges to the extent the fees are adjusted to reflect the reduced regulatory authority exercised by your agency after the effective date of the FAAAA.

If any additional information is needed in order to process this application, please contact Sandra Lunsford at (901) 395-5161.

Very truly yours,

FEDERAL EXPRESS CORPORATION

Sandra L. Lunsford
Senior Paralegal
Domestic Regulatory Affairs

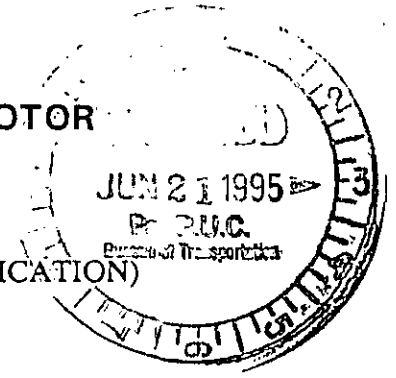


SLL/reg/17799_1.DOC
Enclosure(s)

BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

APPLICATION FOR TRANSPORTATION BY MOTOR
CARRIERS OF PROPERTY

(PLEASE READ INSTRUCTIONS BEFORE PREPARING APPLICATION)



For PUC Use Only 701433
Docket No. A-00112261

DOCKETED
APPLICATION DOCKET
JUN 22 1995
ENTRY No. [Signature]

1. Federal Express Corporation
(Full and correct name in which you intend to operate)

2. N/A
(Trade name, if any)

The trade name, if fictitious, N/A been registered with the Secretary of
(has or has not)

the Commonwealth on N/A (attach copy of date-stamped registration
(Date) form).

3. 2005 Corporate Avenue 901-395-5161
(Physical Address) (Principal Place of Business) (Telephone No.)

Memphis Shelby County Tennessee 38132
(City) (County) (State) (Zip)

4. 1980 Nonconnah Blvd, 4th Floor
(Mailing Address; if different)

Memphis Shelby County Tennessee 38132
(City) (County) (State) (Zip)

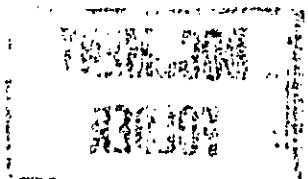


8. Enclose with your application a copy of a current safety rating issued by a state or federal agency. If you cannot provide the PUC with proof of a current safety rating from the U.S. DOT or another state with safety regulations comparable to Pennsylvania, you must complete a safety fitness review conducted by a Commission Enforcement Officer.

Within 180 days after the entry date of a compliance order granting you operating authority, an Enforcement Officer will contact you to schedule this review. If it is determined that your safety rating is unsatisfactory, you will be directed to correct any deficiencies found and be subjected to a second safety fitness review to be scheduled within 60 days after the initial notification date. Failure to achieve a satisfactory rating at the second review will result in immediate suspension of your certificate and continued non-compliance may result in revocation of the certificate.

NOTE: INCOMPLETE APPLICATIONS ARE NOT ACCEPTABLE FOR FILING AND WILL BE RETURNED. IF YOU NEED HELP, CALL 717-787-3834.

AcceptCheck
fsm



5. Applicant Does hold ICC authority under Docket No. MC-66562
(does or does not)

6. Applicant Does have a current safety rating issued by U.S. DOT
(does or does not)

(attach copy).

7. Approximate number of commercial vehicles to be operated intrastate:

owned 1056 leased 314

8. Applicant is (check one):

Individual

Partnership. Attach copy of partnership agreement and list names and addresses of all partners below (use additional sheet if necessary).

(Name)	(Address)

Corporation. Organized under the laws of the State of Delaware and qualified to do business in Pennsylvania by registering with the Secretary of the Commonwealth on 9-17-73 (Attach date-stamped copy of application for Certificate of Incorporation or Authority). Include as an attachment a list of corporate officers and their titles and the names, addresses and number of shares held by each stockholder.

9. Attach the following, as appropriate (check those attached):

Partnership Agreement.

Date-stamped copy of Fictitious Trade Name registration certificate.

Date-stamped copy of Application for Certificate of Incorporation or Certificate of Authority.

Copy of a current safety rating issued by a state or federal agency.

List of corporate officers and stockholders and distribution of shares.

Proof of Insurance.

10. Certification

- a. Applicant certifies that it is not now engaged in any transportation of property for compensation in Pennsylvania and will not engage in the transportation for which approval is herein sought unless and until authorization for such transportation is received.


- b. Applicant certifies that it understands the requirements of the Pennsylvania Public Utility Commission, especially as they relate to safety and insurance, and will be able to comply with them.

- c. Applicant certifies that it ~~understands that it is subject to an annual assessment based upon its gross maximum operating revenues to help pay the expenses incurred by the PUC in regulating motor carriers of property~~ will pay any tax or fee legally applicable to our operations.

VERIFICATION OF APPLICATION

I/We hereby state that the statements made in the application are true and correct to the best of my/our knowledge, information belief.

The undersigned understand(s) that false statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904 relating to unsworn falsification to authorities.

A. Doyle Cloud, Jr.		3/21/95
(Print Name) Vice President Government & Regulatory Affairs	(Signature)	(Date)

(Print Name)	(Signature)	(Date)
--------------	-------------	--------

(Print Name)	(Signature)	(Date)
--------------	-------------	--------

This section must be completed by the applicant appearing on Line 1, if an individual; by all partners, if a partnership; or by the President or Secretary, if a corporation).

INSTRUCTIONS TO BE FOLLOWED IN PREPARING APPLICATION

No Application will be Accepted from a Minor

1. This application is to be used for authority to transport property, except household goods, between points in Pennsylvania. All applications will be considered for authority to operate as common carriers.
2. The original application signed at the place designated and one copy of same must be filed at the office of the Pennsylvania Public Utility Commission, P. O. Box 3265, Harrisburg, Pa. 17105-3265. A filing fee of One Hundred Dollars (\$100.00) is required and shall be paid by certified check or money order, made payable to the **Commonwealth of Pennsylvania**. The filing fee is non-refundable after the application has been received and accepted by the Commission.
3. All corporate names and fictitious trade names must be registered with the Pa. Department of State. A Certificate of Incorporation is issued to a Pa. Corporation - a Certificate of Authority is issued to a non-Pa. (foreign) corporation. Call the Department of State at (717) 787-1057 for more information.
4. If space provided on form is not sufficient, prepare on separate sheet, attach it to application and give it the same number as question or statement to which it refers.
5. Procedure. All acceptable applications will be noticed in the Pennsylvania Bulletin with a 14 day public comment period. If no adverse comments are received, a compliance order will be issued. If adverse comments are received, the application may be referred to an Administrative Law Judge for hearing and initial decision. If adverse comments are filed and the matter is not referred for hearing, the application will be decided by the Commissioners at Public Meeting. In no event will an application be denied based upon adverse safety comments without the opportunity for a hearing on those issues being provided. It is not required that applicant be represented by an attorney to file the application. However, a corporation or partnership must be represented by an attorney at a hearing.
6. Prior to beginning operations, you must submit acceptable evidence of insurance to the PUC. Acceptable evidence of insurance is a **Form E** for bodily injury and property damage liability coverage (\$300,000 minimum) and a **Form H** for cargo liability coverage (\$5,000 minimum). These forms are forwarded to the PUC by your insurance company and must reflect the **exact name and address appearing on lines 1 and 3 (or 4) of the application.**
7. Recognizing that your insurer may delay filing the necessary forms, you may file temporary proof of insurance to begin operations. Acceptable temporary proofs of insurance are:
 - A copy of the insurance identification card (for vehicles registered in Pennsylvania only);
 - A copy of the declaration page of the insurance policy;
 - A copy of a valid binder of insurance; or
 - A copy of a valid application for insurance to the Pennsylvania Automobile Insurance Plan.



U.S. Department
of Transportation
Federal Highway
Administration

400 Seventh St. S.W.
Washington, D.C. 20590

JUNE 01, 1994

IN REPLY REFER TO:
YOUR USDOT NO.: 086876
REVIEW NO.: 00168394/CR

FEDERAL EXPRESS CORPORATION
P O BOX 727
MEMPHIS TN 38194-2901

GENTLEMEN:

THE MOTOR CARRIER SAFETY RATING FOR YOUR COMPANY IS:

SATISFACTORY

THIS SATISFACTORY RATING IS THE RESULT OF A MAY 10, 1994, REVIEW AND EVALUATION. A SATISFACTORY RATING INDICATES THAT YOUR COMPANY HAS ADEQUATE SAFETY MANAGEMENT CONTROLS IN PLACE TO EFFECT SUBSTANTIAL COMPLIANCE WITH THE FEDERAL MOTOR CARRIER SAFETY AND/OR HAZARDOUS MATERIALS REGULATIONS.

PLEASE ASSURE YOURSELF THAT ANY SPECIFIC DEFICIENCIES IDENTIFIED IN THE REVIEW REPORT HAVE BEEN CORRECTED. WE APPRECIATE YOUR EFFORTS TOWARD PROMOTING MOTOR CARRIER SAFETY THROUGHOUT YOUR COMPANY. IF YOU HAVE QUESTIONS OR REQUIRE FURTHER INFORMATION, PLEASE CONTACT THE SAFETY SPECIALIST WHO CONDUCTED THE REVIEW.

RONALD G. ASHBY
CHIEF, FEDERAL PROGRAMS DIVISION

- SEE MESSAGE ON BACK -

**** NOTE ****

EFFECTIVE JANUARY 1, 1991, AS REQUIRED BY THE MOTOR CARRIER SAFETY ACT OF 1990 (PUBLIC LAW 101-500), THOSE MOTOR CARRIERS RECEIVING AN "UNSATISFACTORY" SAFETY RATING, ISSUED BY THE FEDERAL HIGHWAY ADMINISTRATION, ARE PROHIBITED FROM TRANSPORTING PLACARDABLE QUANTITIES OF HAZARDOUS MATERIALS, OR FOR HIRE TRANSPORTATION OF MORE THAN 15 PASSENGERS, INCLUDING THE DRIVER, IN INTERSTATE COMMERCE. THIS PROHIBITION WILL BEGIN 45 DAYS AFTER THE EFFECTIVE DATE OF AN "UNSATISFACTORY" SAFETY RATING, OR RECEIPT OF THE "UNSATISFACTORY" SAFETY RATING LETTER, WHICHEVER IS LATER.

I, EDWARD J. FREEL, 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 "FEDERAL EXPRESS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1994, AT 12:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0773143 8100

DATE: 7276967

944200790

10-21-94

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
FEDERAL EXPRESS CORPORATION
(Incorporated June 24, 1971)

Federal Express Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That at a meeting of the Board of Directors of the Corporation, the following resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, to increase the number of authorized shares of common stock of the Corporation from 100,000,000 to 200,000,000 shares:

RESOLVED, that an amendment to the Corporation's Restated Certificate of Incorporation doubling the number of authorized shares of common stock is hereby declared to be advisable and that the officers of the Corporation are hereby directed to submit such amendment to the stockholders of the Corporation for approval at their next annual meeting; and

FURTHER RESOLVED, that the Restated Certificate of Incorporation of this Corporation be amended by changing Article Fourth so that, as amended said Article shall be and read as follows:

ARTICLE FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 204,000,000 shares consisting of 4,000,000 shares of Series Preferred Stock, no par value (herein called the "Series Preferred Stock"), and 200,000,000 shares of Common Stock, par value \$.10 per share (herein called the "Common Stock").

FURTHER RESOLVED, that in connection with the foregoing, the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and deliver any and all documents and to take such other actions as they in their discretion, with the advice of counsel, deem to be in the best interest of the Corporation.

SECOND: That thereafter, at the annual meeting of the stockholders of the Corporation, duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, FEDERAL EXPRESS CORPORATION has caused this Certificate to be signed by George W. Hearn, its Vice President, Law - Corporate and Business Transactions, and attested by Scott E. Hansen, its Assistant Secretary, this 20th day of October, 1994.

FEDERAL EXPRESS CORPORATION

BY: George W. Hearn
George W. Hearn
Vice President, Law - Corporate
and Business Transactions

ATTEST:

Scott E. Hansen
Scott E. Hansen
Assistant Secretary

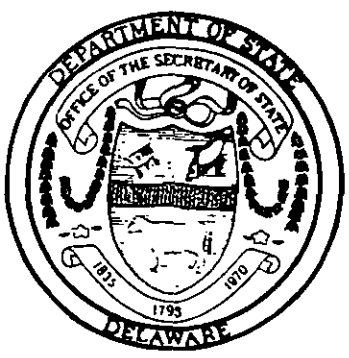
State of Delaware



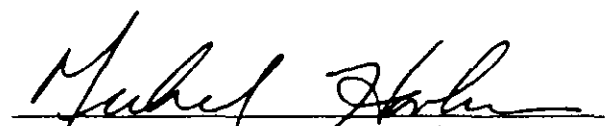
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF FEDERAL EXPRESS CORPORATION FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1988, AT 9 O'CLOCK A.M.

|||||



882930034


Michael Harkins, Secretary of State

AUTHENTICATION: 11908952

DATE: 10/28/1988

FILED

OCT 19 1988

9 A.M.

John P. ...
SECRETARY OF STATE

RESTATED

CERTIFICATE OF INCORPORATION

of

FEDERAL EXPRESS CORPORATION

(Incorporated June 24, 1971)

FEDERAL EXPRESS CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: that at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth the Restated Certificate of Incorporation of the Corporation which declared (i) that such Restatement only restated and integrated and did not further amend the provisions of the Corporation's Certificate of Incorporation, as theretofore amended and supplemented, (ii) that there was no discrepancy between the provisions of the Certificate of Incorporation, as theretofore amended and supplemented, and the Restatement, and (iii) that approval of the Restatement by the stockholders of the Corporation was not required. The resolutions setting forth the adopted Restatement are as follows:

RESOLVED, that in accordance with Section 245 of the General Corporation Law of the State of Delaware, there is hereby adopted a Restatement of the Corporation's Certificate of Incorporation which (i) restates and integrates and does not further amend the provisions of the Corporation's Certificate of Incorporation, as heretofore amended and supplemented, (ii) contains no discrepancies as compared to the provisions of the Certificate of Incorporation, as heretofore amended and supplemented, and (iii) need not, and will not, be submitted to the stockholders of the Corporation for their approval.

FURTHER RESOLVED, that the Certificate of Incorporation is accordingly restated in its entirety to read as follows:

ARTICLE FIRST: The name of the corporation is
FEDERAL EXPRESS CORPORATION.

ARTICLE SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 104,000,000 shares consisting of 4,000,000 shares of Series Preferred Stock, no par value (herein called the "Series Preferred Stock"), and 100,000,000 shares of Common Stock, par value \$0.10 per share (herein called the "Common Stock").

The following is a statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation:

I. SERIES PREFERRED STOCK

1. Conditions of Issuance. Series Preferred Stock may be issued from time to time and in such amounts and for such consideration as may be determined by the Board of Directors of the Corporation. The designation and relative rights and preferences of each series, except to the extent such designations and relative rights and preferences may be required by Delaware law or this Certificate of Incorporation, shall be such as are fixed by the Board of Directors and stated in a resolution or resolutions adopted by the Board of Directors authorizing such series (herein called the "Series Resolution"). A Series Resolution authorizing any series shall fix:

A. The designation of the series, which may be by distinguishing number, letter or title;

B. The number of shares of such series;

C. The divided rate or rates of such shares, the date at which dividends, if declared, shall be payable, and whether or not such dividends are to be cumulative, in which case such Series Resolution shall state the date or dates from which dividends shall be cumulative;

D. The amounts payable on shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up;

E. The redemption rights and price or prices, if any, for the shares of such series;

F. The terms and amount of any sinking fund or analogous fund providing for the purchase or redemption of the shares of such series, if any;

G. The voting rights, if any, granted to the holders of the shares of such series in addition to those required by Delaware law or this Certificate of Incorporation;

H. Whether the shares of such series shall be convertible into shares of the Corporation's Common Stock or any other class of the Corporation's capital stock, and if convertible, the conversion price or prices, any adjustment thereof and any other terms and conditions upon which such conversion shall be made;

I. Any other rights, preferences, restrictions or conditions relative to the shares of such series as may be permitted by Delaware law or this Certificate of Incorporation.

2. Restrictions. In no event, so long as any Series Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, nor shall any distribution be made upon, Common Stock, other than a dividend or distribution payable in shares of such Common Stock, nor (without the written consent of such number of the holders of the outstanding Series Preferred Stock as shall have been specified in the Series Resolution authorizing the issuance of such outstanding Series Preferred Stock) shall any shares of Common Stock be purchased or redeemed by the Corporation, nor shall any moneys be paid to or made available for a sinking fund for the purchase or redemption of any Common Stock, unless in each instance full dividends on all outstanding shares of the Series Preferred Stock for all past dividend periods shall have been paid and the full dividend on all outstanding shares of the Series Preferred Stock for the current dividend period shall have been paid or declared and sufficient funds for the payment thereof set apart and any arrears in the mandatory redemption of the Series Preferred Stock shall have been made good.

3. Priority. Series Preferred Stock, with respect to both dividends and distribution of assets on liquidation, dissolution or winding up, shall rank prior to the Common Stock.

4. Voting Rights. Holders of Series Preferred Stock shall have no right to vote for the election of Directors of the Corporation or on any other matter unless a vote of such class is required by Delaware law, this Certificate of Incorporation or a Series Resolution.

5. Filing of Amendments. The Board of Directors shall adopt amendments to this Certificate of Incorporation fixing, with respect to each series of Series Preferred Stock, the matters described in paragraph 1 of this Subdivision I.

II. COMMON STOCK

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

1. Dividends. When and as dividends are declared upon the Common Stock, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Common Stock shall be entitled to share equally, share for share, in such dividends.

2. Voting Rights. The holders of Common Stock shall have the sole right to vote for the election of Directors of the Corporation or on any other matter unless required by Delaware law, this Certificate of Incorporation or a Series Resolution. The holders of Common Stock shall be entitled to one vote for each share held.

III. OTHER PROVISIONS

1. No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any pre-emptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but any such unissued stock, additional authorized issue of shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether such holders or others, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its sole discretion.

2. Shares of Common Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors.

ARTICLE FIFTH: Certain Business Combinations

1. Higher Vote for Certain Business Combinations. In addition to any affirmative vote of holders of a class or series of capital stock of the Corporation required by law or this Certificate of Incorporation, and except as otherwise expressly provided in paragraph 2 of this ARTICLE FIFTH, a Business Combination (as hereinafter defined) with or upon a proposal by a Related Person (as hereinafter defined) shall require the affirmative vote of the holders of at least 80% of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of Directors (the "Voting Stock"). Such affirmative vote shall be required notwithstanding the fact that no vote may be required or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

2. When Higher Vote is Not Required. The provisions of paragraph 1 of this ARTICLE FIFTH shall not be applicable to a particular Business Combination and such Business Combination shall require only such affirmative vote as is required by law and other provisions of this Certificate of Incorporation, if all of the conditions specified in either of the following paragraphs (A) or (B) are met:

(A) Approval by Directors. The Business Combination has been approved by a majority of the Continuing Directors (as hereinafter defined).

(B) Price and Procedure Conditions. All of the following conditions shall have been met:

(1) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following:

(i) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealer's fees) paid by the Related Person for any shares of Common Stock acquired by it (a) within the two-year period immediately prior

to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (b) in the transaction in which it became a Related Person, whichever is higher; or

(ii) the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Related Person became a Related Person (such latter date is referred to in this ARTICLE FIFTH as the "Determination Date"), whichever is higher.

(2) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any other class or series of outstanding Voting Stock shall be at least equal to the highest of the following (it being intended that the requirements of this paragraph 2(B)(2) shall be required to be met with respect to every class of outstanding Voting Stock, whether or not the Related Person has previously acquired any shares of a particular class of Voting Stock):

(i) (if applicable) the highest per share price (including any broker commissions, transfer taxes and soliciting dealers' fees) paid by the Related Person for any shares of such class or series of Voting Stock acquired by it (a) within the two-year period immediately prior to the Announcement Date or (b) in the transaction in which it became a Related Person, whichever is higher;

(ii) (if applicable) the highest preferential amount per share to which the holders of shares of such class or series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(iii) the Fair Market Value per share of such class or series of Voting

Stock on the Announcement Date or on the Determination Date, whichever is higher.

(3) The consideration to be received by holders of a particular class or series of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Related Person has previously paid for shares of such class of Voting Stock. If the Related Person has paid for shares of any class or series of Voting Stock with varying forms of consideration, the form of consideration given for such class or series of Voting Stock in the Business Combination shall be either cash or the form used to acquire the largest number of shares of such class or series of Voting Stock previously acquired by it.

(4) No Extraordinary Event (as hereinafter defined) shall have occurred after the Related Person became a Related Person and prior to the consummation of the Business Combination.

(5) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) is mailed to public stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required pursuant to such Act or subsequent provisions).

3. Certain Definitions. For purposes of this ARTICLE FIFTH:

(A) A "person" shall mean any individual, firm, corporation or other entity.

(B) The term "Business Combination" shall mean any of the following transactions, when entered into by the Corporation or a subsidiary of the Corporation with, or upon a proposal by, a Related Person or any other corporation (whether or not itself a Related Person which is, or after such transaction would be, an Affiliate (as hereinafter defined) of a Related Person:

(1) the merger or consolidation of the Corporation or any subsidiary of the Corporation; or

(2) the sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one or a series of transactions) of any assets of the Corporation or any subsidiary of the Corporation having an aggregate Fair Market Value of \$5,000,000 or more;

(3) the issuance or transfer by the Corporation or any subsidiary of the Corporation (in one or a series of transactions) of securities of the Corporation or that subsidiary having an aggregate Fair Market Value of \$5,000,000 or more; or

(4) the adoption of a plan or proposal for the liquidation or dissolution of the Corporation; or

(5) the reclassification of securities (including a reverse stock split), recapitalization, consolidation or any other transaction (whether or not involving a Related Person) which has the direct or indirect effect of increasing the voting power, whether or not then exercisable, of a Related Person in any class or series of capital stock of the Corporation or any subsidiary of the Corporation; or

(6) any agreement, contract or other arrangement providing directly or indirectly for the foregoing.

(C) The term "Related Person" shall mean any person (other than the Corporation, a subsidiary of the Corporation or any profit sharing, employee stock ownership or other employee benefit plan of the Corporation or a subsidiary of the Corporation or any trustee of or fiduciary with respect to any such plan acting in such capacity) which:

(1) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or

(2) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was

the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock; or

(3) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Related Person, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

(D) A person shall be a "beneficial owner" of any Voting Stock:

(1) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(2) which such person or any of its Affiliates or Associates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (ii) the right to vote pursuant to any agreement, arrangement or understanding; or

(3) which are beneficially owned, directly or indirectly by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

For the purposes of determining whether a person is a Related Person pursuant to subparagraph (C) of this paragraph 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of subparagraph (D) of this paragraph 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or

upon exercise of conversion rights, warrants or options, or otherwise.

(E) The term "Continuing Director" shall mean any member of the Board of Directors who is not affiliated with a Related Person and who was a member of the Board of Directors immediately prior to the time that the Related Person became a Related Person, and any successor to a Continuing Director who is not affiliated with the Related Person and is recommended to succeed a Continuing Director by a majority of Continuing Directors who are then members of the Board of Directors.

(F) "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 under the Securities Exchange Act of 1934, as in effect on August 1, 1984.

(G) The term "Extraordinary Event" shall mean, as to any Business Combination and Related Person, any of the following events that is not approved by a majority of the Continuing Directors:

(1) any failure to declare and pay at the regular date therefor any full quarterly dividend (whether or not cumulative) on outstanding Preferred or Preference Stock; or

(2) any reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock); or

(3) any failure to increase the annual rate of dividends paid on the Common Stock as necessary to reflect any reclassification, (including any reverse stock split), recapitalization, reorganization or any similar transaction that has the effect of reducing the number of outstanding shares of the Common Stock; or

(4) any Related Person shall become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which resulted in such Related Person becoming a Related Person; or

(5) the receipt by the Related Person, after such Person has become a Related Person,

of a direct or indirect benefit (except proportionately as a shareholder) from any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation or any subsidiary of the Corporation, whether in anticipation of or in connection with the Business Combination or otherwise.

(H) "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by the Board of Directors in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board of Directors in good faith.

(I) In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in subparagraphs B(1) and (2) of paragraph 2 of this ARTICLE FIFTH shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

4. Powers of the Board of Directors. A majority of all Continuing Directors shall have the power to make all determinations with respect to this ARTICLE FIFTH, on the basis of information known to them after reasonable inquiry, including, without limitation, the transactions that are Business Combinations, the persons who are Related Persons, the

number of shares of Voting Stock owned by any person, the time at which a Related Person becomes a Related Person and the Fair Market Value of any assets, securities or other property, and any such determinations of such Directors shall be conclusive and binding.

5. No Effect on Fiduciary Obligations of Related Persons. Nothing contained in this ARTICLE FIFTH shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

6. Amendment or Repeal. The affirmative vote of the holders of not less than 80% of the total voting power of the Voting Stock of the Corporation, voting together as a single class, shall be required in order to amend, repeal or adopt any provision inconsistent with this ARTICLE FIFTH.

ARTICLE SIXTH: In addition to any affirmative vote of holders of a class or series of capital stock of the Corporation required by law or this Certificate of Incorporation, unless the Business Combination (as defined in ARTICLE FIFTH of this Certificate of Incorporation) has been approved by a majority of the Continuing Directors (as defined in ARTICLE FIFTH of this Certificate of Incorporation), a Business Combination with or upon a proposal by a Related Person (as defined in ARTICLE FIFTH of this Certificate of Incorporation) shall require the affirmative vote of the holders of not less than a majority of the Voting Stock (as defined in ARTICLE FIFTH of this Certificate of Incorporation) beneficially owned by stockholders other than such Related Person. Such affirmative vote shall be required notwithstanding the fact that no vote may be required or that a lesser percentage may be specified by law or in any agreement with any national securities exchange or otherwise.

The affirmative vote of the holders, other than the Related Person proposing the amendment, repeal or adoption of any provision inconsistent with this ARTICLE SIXTH, of not less than a majority of the Voting Stock of the Corporation, voting together as a single class, shall be required in order to amend, repeal or adopt any provision inconsistent with this ARTICLE SIXTH.

ARTICLE SEVENTH: The corporation is to have perpetual existence.

ARTICLE EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

The Board of Directors shall have power to make, alter, amend and repeal the By-laws (except so far as the By-laws

adopted by the stockholders shall otherwise provide). Any By-laws made by the Directors under the powers conferred hereby may be altered, amended or repealed by the Directors or by the stockholders. Notwithstanding the foregoing and anything contained in this Certificate of Incorporation to the contrary, Sections 5 and 11 of Article II of the By-laws shall not be altered, amended or repealed and no provision inconsistent therewith shall be adopted without the affirmative vote of the holders of at least 80% of the voting power of all the shares of the Corporation entitled to vote generally in the election of Directors, voting together as a single class. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of Directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this ARTICLE EIGHTH.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the Corporation; and, unless the resolution or By-laws expressly so provide, no

such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

ARTICLE NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

ARTICLE TENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of Directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter

prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELFTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of such holders and may not be effected by any consent in writing by such holders. Except as otherwise required by law and subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the voting power of all shares of the Corporation entitled to vote generally in the election of Directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this ARTICLE TWELFTH.

ARTICLE THIRTEENTH: No Director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this ARTICLE THIRTEENTH shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or any amendment or successor provision thereto, or (iv) for any transaction from which the Director derived an improper personal benefit. This ARTICLE THIRTEENTH shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date when this ARTICLE THIRTEENTH becomes effective. Neither the amendment nor repeal of this ARTICLE THIRTEENTH, nor the adoption of any provision of the Restated Certificate of Incorporation inconsistent with this ARTICLE THIRTEENTH shall eliminate or reduce the effect of this ARTICLE THIRTEENTH with respect to any matter occurring, or any cause of action, suit or claim that, but for this ARTICLE THIRTEENTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

SECOND: that the Restated Certificate of Incorporation effected by this Certificate was duly authorized at a meeting of the Board of Directors of the Corporation in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, FEDERAL EXPRESS CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Frederick W. Smith, its Chairman, President

and Chief Executive Officer, and attested by George W. Hearn,
its Assistant Secretary, this 17th day of October, 1988.


FEDERAL EXPRESS CORPORATION

(Corporate Seal)

BY:


Frederick W. Smith
Chairman, President and
Chief Executive Officer

ATTEST:


George W. Hearn, Assistant Secretary

0648g

SENIOR MANAGEMENT

David J. Bronczek
Senior Vice President Europe,
Africa and Mediterranean
1820 Melsbroek
Brussels, Belgium

D.O.B. - 6-22-54
SS# -

Residence:
8, Avenue des Cavaliers
B-1640 Rhode St. Genese
Brussels, Belgium

Alan B. Graf, Jr.
Senior Vice President
and Chief Financial Officer
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 9-10-53
SS# -

Residence:
3439 Classic Drive
Memphis, TN 38125-8850

T. Allan McArtor
Senior Vice President/President
FEDEX Aeronautics Corporation
2605 Nonconnah Boulevard
Memphis, TN 38132

D.O.B. - 7-3-42
SS# -

Residence:
5895 Garden River Cove
Memphis, TN 38120

T. Michael Glenn
Senior Vice President Marketing,
Worldwide Marketing, Customer
Service and Corporate Communications
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 9-17-55
SS# -

Residence:
9473 Doe Meadow Drive
Germantown, TN 38139

Dennis H. Jones
Senior Vice President Information
and Telecommunications Systems
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 6-19-52
SS# -

Residence:
8508 Woodlane Drive
Germantown, TN 38138

Joseph C. McCarty, III
Senior Vice President Asia,
Pacific and Middle East
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 10-7-44
SS# -

Residence:
257 W. Chickasaw Parkway
Memphis, TN 38111

James A. McKinney
Senior Vice President
FedEx Logistics Services
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 3-26-45
SS# -

Residence:
3028 Towering Pines
Germantown, TN 38138

Gilbert D. Mook
Senior Vice President
Central Support Services
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 1-30-43
SS# -

Residence:
3345 Gallery Drive
Memphis, TN 38125

James A. Perkins
Senior Vice President
and Chief Personnel Officer
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 9-27-43
SS# -

Residence:
6699 Wildberry Lane
Memphis, TN 38199

Kenneth R. Masterson
Senior Vice President
General Counsel and Secretary
1980 Nonconnah Boulevard
Memphis, TN 38132

D.O.B. - 2-22-44
SS# -

Residence:
8679 Classic Drive
Memphis, TN 38125

Kenneth R. Newell
Senior Vice President Retail
Services Operations
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 2-13-38
SS#

Residence:
9556 Gotten Way
Germantown, TN 38139

William J. Razzouk
Executive Vice President
Worldwide Customer Operations
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 10-27-47
SS# -

Residence:
1148 Oak River Road
Memphis, TN 38120

David F. Rebholz
Senior Vice President
Global Sales and Trade Services
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 4-27-53
SS# -

Residence:
660 North Main
Glen Ellyn, IL 60137

Frederick W. Smith
President and Chief Executive Officer
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 8-11-44
SS# -

Residence:
649 Sweetbriar
Memphis, TN 38119

Theodore L. Weise
Senior Vice President Air Operations
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 4-14-44
SS# -

Residence:
2932 Ashmont Drive
Germantown, TN 38138

Tracy G. Schmidt
Senior Vice President AGT&T
2005 Corporate Avenue, 2nd Floor
Memphis, TN 38132

D.O.B. - 07-13-57
SS# -

Residence:
8817 Somerset Lane
Memphis, TN 38138

Mary Alice Taylor
Senior Vice President
The Americas and Caribbean
2005 Corporate Avenue
Memphis, TN 38132

D.O.B. - 2-11-50
SS# -

Residence:
6822 Briar Meadows Cove
Memphis, TN 38120

A. Doyle Cloud, Jr.
Vice President
Government & Regulatory Affairs
1980 Nonconnah Blvd.
Memphis, TN 38132

D.O.B. - 05-13-42
SS# -

Residence:
343 River Bluff #1
Memphis, TN 38103

BOARD OF DIRECTORS

Robert H. Allen
1200 Smith Street
Suite 1111
Houston, TX 77002

Residence:
3664 Willowick
Houston, TX 77019

Howard H. Baker, Jr.
Baker, Worthington, Crossley,
Stansberry & Wolf
3 Court Square
Huntsville, TN 37756

Residence:
407 Woodland Place
Huntsville, TN 37756

Anthony J. A. Bryan
Hospital Corporation
International
62 Watch Hill Road
Westerly, RI 02891

Residence:
2525 N. Ocean Boulevard
Gulf Stream, FL 33483

Robert L. Cox
Waring Cox
50 North Front Street
Memphis, TN 38103

Residence:
1054 Audubon Drive
Memphis, TN 38117

Judith L. Estrin
Network Computing Devices Inc.
350 North Bernardo Street
Mountain View, CA 94043

Residence:
27343 Ursula Lane
Los Altos Hills, CA 94022

Philip Greer
Weiss, Peck & Greer Investments
One New York Plaza
30th Floor
New York, NY 10004

Residence:
18 Quail Road
Greenwich, CT 06830

J. R. Hyde, III
AutoZone, Inc.
3030 Poplar
Memphis, TN 38111

Residence:
5455 Glenwild
Memphis, TN 38119

Charles T. Manatt
Manatt, Phelps & Phillips
1200 New Hampshire, N.W., #200
Washington, D.C. 20036

Residence:
4814 Woodway Lane, N.W.
Washington, D.C. 20016

Ralph D. DeNunzio
Harbor Point Associates, Inc.
375 Park Avenue, Suite 2602
New York, NY 10152

Residence:
3 Bridle Path Lane
Riverside, CT 06878

Jackson W. Smart, Jr.
MSP Communications, Inc.
One Northfield Plaza, Suite 218
Northfield, IL 60093

Residence:
1090 Westmoor Road
Winnetka, IL 60093

Dr. Joshua I. Smith
The MAXIMA Corporation
4200 Parliament Place
Lanham, MD 20706

Residence:
5816 Tudor Lane
Rockville, MD 20852

SECRETARY

Kenneth R. Masterson
Federal Express Corporation
2005 Corporate Avenue
Memphis, TN 38132

Residence:
8679 Classic Drive
Memphis, TN 38125

George J. Mitchell
251 Crandon Boulevard
Apt. 1225
Key Biscayne, FL 33149

Residence:
251 Crandon Boulevard
Apt. 1225
Key Biscayne, FL 33149

Frederick W. Smith
Federal Express Corporation
2005 Corporate Avenue
Memphis, TN 38132

Residence:
649 Sweetbriar
Memphis, TN 38119

Peter S. Willmott
Willmott Services, Inc.
919 North Michigan, Suite 1220
Chicago, IL 60611

Residence:
1400 N. Astor
Chicago, IL 60610

STOCKHOLDER STATEMENT

Federal Express Corporation
Incorporated: Delaware 6/24/71

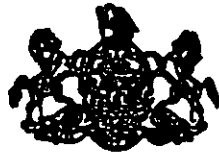
Federal Express Corporation is publicly held and traded on the New York Stock Exchange. As of January 1, 1995, no single shareholder owns over 10% of stock. The Capitol Guardian Trust Company owns 11.72% as of December 31, 1993. Capital Guardian Trust Company ("Capital Guardian"), a bank and operating subsidiary of The Capital Group, Inc. exercised investment discretion over 2,079,650 of the aggregate shares. Capital Research and Management Company, a registered investment advisor, and Capital International Limited, another operating subsidiary, had investment discretion with respect to 4,270,000 and 103,200 shares, respectively. The Capital Group, Inc. had sole power to vote or to direct the vote with respect to 1,661,380 shares. Neither The Capital Group, Inc. nor any of its subsidiaries had to the power to vote or to direct the vote of the remaining shares. The Capital Group, Inc. disclaimed beneficial ownership of all such shares of the Corporation.

As of January 1, 1995 there were 8,060 stockholders of record.

3-1-73.42

1060

Commonwealth of Pennsylvania



Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, Under the provisions of Article X, of the "Business Corporation Law", approved the fifth day of May, A.D. 1933, P. L. 364, as amended, a Foreign Business Corporation is required to obtain a

CERTIFICATE OF AUTHORITY

before it may do business in the Commonwealth, and

WHEREAS, FEDERAL EXPRESS CORPORATION

has presented to the Department of State an Application for the same, and in accordance with the requirements of that law, has designated as its registered office in this Commonwealth 123 South Broad Street, Philadelphia, Pennsylvania 19109, c/o C T Corporation System, County of Philadelphia

THEREFORE, KNOW YE, I DO BY THESE PRESENTS, issue unto such corporation, this Certificate of Authority to transact in the Commonwealth of Pennsylvania the business of Transportation of freight by air and ground.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 17th day of September in the year of our Lord one thousand nine hundred and seventy-three and of the Commonwealth the one hundred and ninety-eighth.

C. McLaughlin Tucker

SECRETARY OF THE COMMONWEALTH

JMM



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE

JULY 7, 1995

FEDERAL EXPRESS CORPORATION
1980 NOCONNAH BOULEVARD 4TH FLOOR
MEMPHIS TN 38132

In re: A-00112261 - Application of Federal Express Corporation

Dear Sir:

The above-cited application has been received and accepted for publication. It will be published in the Pennsylvania Bulletin of July 8 1995.

You are further advised that the above-cited application will be submitted for review provided no comments are filed on or before July 24, 1995. If comments are filed, you will be advised as to the procedure.

You are not yet authorized to provide intrastate service. You will receive notification when you may begin.

Very truly yours,

Peter S. Marzolf, Supervisor
Application Review Section
Bureau of Transportation & Safety

PSM:lg

