

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DHL Worldwide Express, Inc.		03/24/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	DHL Express (USA), Inc.
<b>Street Address:</b>	1200 S. Pine Island Road
<b>City:</b>	Plantation
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33324
<b>Entity Type:</b>	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78275218	CORPORATESHIP
Registration Number:	1730734	EASYSHIP
Registration Number:	2102373	GLOBALTRACK
Registration Number:	2237996	JUMBO BOX
Registration Number:	1285590	THE NEXT BEST THING TO TAKING IT THERE YOURSELF
Registration Number:	2713808	THERMOEXPRESS
Registration Number:	2686254	THERMOEXPRESS
Serial Number:	78280489	SWIFTSHIP

CORRESPONDENCE DATA	
Fax Number:	(415)576-0300
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415-576-0200
Email:	erg@townsend.com
Correspondent Name:	Elizabeth R. Gosse, Esq.
Address Line 1:	Two Embarcadero Center, 8th Floor

CH \$215.00 78275218

Address Line 4: San Francisco, CALIFORNIA 94111-3834

NAME OF SUBMITTER: Elizabeth R. Gosse

Signature: /Elizabeth R. Gosse/

Date: 02/21/2005

**Total Attachments: 5**

source=DHL WE de to DHL EX USA de#page1.tif

source=DHL WE de to DHL EX USA de#page2.tif

source=DHL WE de to DHL EX USA de#page3.tif

source=DHL WE de to DHL EX USA de#page4.tif

source=DHL WE de to DHL EX USA de#page5.tif

# 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 RESTATED CERTIFICATE OF "DHL WORLDWIDE EXPRESS, INC.", CHANGING ITS NAME FROM "DHL WORLDWIDE EXPRESS, INC." TO "DHL EXPRESS (USA), INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2004, AT 2:58 O'CLOCK P.M.

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



3317743 8100

040217396

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3011294

DATE: 03-25-04

TRADEMARK  
REEL: 003032 FRAME: 0973

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:05 PM 03/24/2004  
FILED 02:58 PM 03/24/2004  
SRV 040217396 - 3317743 FILE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

of

**DHL WORLDWIDE EXPRESS, INC.,**

a Delaware corporation originally  
formed on November 17, 2000 as

**"DHL Corporation, Doing Business as DHL Worldwide Express"**

---

Pursuant to Sections 242 and 245 of Title 8 of the General Corporation Law of the State of Delaware, DHL WORLDWIDE EXPRESS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation").

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said Corporation, acting without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, has adopted a resolution setting forth a proposal to amend and restate the Certificate of Incorporation of the Corporation, and the sole stockholder of the Corporation has consented thereto and adopted the same by written consent in lieu of a meeting in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of DHL WORLDWIDE EXPRESS, INC., be and hereby is amended and restated in its entirety as follows:

**ARTICLE I**

The name of this Corporation is DHL EXPRESS (USA), INC.

**ARTICLE II**

The address of the Corporation's registered office and registered agent in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, including, but not limited to, the air express transportation business and the transacting of customs business as a broker.

**ARTICLE IV**

The Corporation is authorized to issue one (1) class of shares of stock, to be designated as Class A Common Stock. The total number of shares of Class A Common Stock, \$0.01 par value, shall be 25,000.

**ARTICLE V**

The number of directors of the Corporation shall be as provided in the Bylaws. The election of directors need not be by written ballot.

**ARTICLE VI**

**SECTION 1.** To the fullest extent permitted by the laws of the State of Delaware:

(a) The Corporation shall indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board of Directors of the Corporation. The Corporation may indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals.

(b) The Corporation shall promptly pay expenses incurred by any person described in the first sentence of subsection (a) of this Article VI in defending any action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, including appeals, upon presentation of appropriate documentation.

(c) The Corporation may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article VI against any liability asserted against such person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VI or otherwise.

(d) The provisions of this Article VI shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Article VI shall be deemed to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article VI and the relevant provisions of the laws of the state of Delaware and other applicable law, if any, are in effect, and any repeal or modification hereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article VI shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of the indemnification provided in this Article VI shall neither be exclusive of, nor be deemed in limitation of, any rights to which an officer, director, employee or agent may otherwise be entitled or permitted by contract, this Certificate of Incorporation, vote of stockholders or directors or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person whom the Corporation is obligated to indemnify pursuant to the first sentence of subsection (a) of this Article VI shall be made to the fullest extent permitted by law.

(e) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

SECTION 2. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

**ARTICLE VII**

The Board of Directors is authorized to adopt, amend or repeal bylaws of the Corporation.

**ARTICLE VIII**

The Corporation affirmatively elects in this Certificate of Incorporation not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

**ARTICLE IX**

Any of the provisions of this Certificate of Incorporation may from time to time be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article IX.

IN WITNESS WHEREOF, DHL WORLDWIDE EXPRESS, INC. has caused this certificate to be signed by John Fellows, its President and Chief Executive Officer, this 23 day of March, 2004.

DHL WORLDWIDE EXPRESS, INC., a Delaware corporation

By:

  
\_\_\_\_\_  
Jon E. Quinn  
Senior Vice President