

F03356

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

UNIT MULTI-PACK, INC., a Florida corporation, S30078

UNIT DISTRIBUTION, INC., a Florida corporation, 453950

UNIT LOGISTICS, INC., a Florida corporation, S52268

INTO

GATX LOGISTICS, INC., a Florida corporation, F03356.

File date: December 18, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 140.00

F03356

File 5th

1201 HAYS STREET
TALLAHASSEE, FL 32304-2007
800-342-8086
904-22-9171
904-22-6393 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 192184 4353950
AUTHORIZATION : Patricia Piquet
COST LIMIT : \$ 140.00

ORDER DATE : December 17, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 192184-045

CUSTOMER NO: 4353950

CUSTOMER: Ms. Jan Dongarra
Gatx Corporation
500 West Monroe St.

Chicago, IL 606613676

EFFECTIVE DATE
12-31-96

500002032625--7

Victoria
Perez gave
permission to
correct
Unit Multi-Pack, Inc.
(530078)
DC - 12/18/96

ARTICLES OF MERGER

Pack
UNIT MULTI-PACK, INC.
UNIT DISTRIBUTION, INC.
UNIT LOGISTICS, INC.

INTO

GATX LOGISTICS, INC.

RECEIVED
96 DEC 18 PM 4:27
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS:

Merger
DC 12/18/96

FILED
96 DEC 18 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CORPORATIONS LISTED IN ATTACHMENT A
AND
GATX LOGISTICS, INC.

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-31-96

FILED
96 DEC 18 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging those corporations listed in Attachment A with and into GATX Logistics, Inc., as approved and adopted by written consent of the shareholders of the above-mentioned corporations entitled to vote thereon given on December 6, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of GATX Logistics, Inc., entitled to vote thereon given on December 6, 1996, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.
2. GATX Logistics, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.
3. The effective date of the merger herein provided for shall be December 31, 1996.

Executed on December 6, 1996.

GATX Logistics, Inc.

By:

Name:

Title:


Daniel D. Moore
Senior Vice President

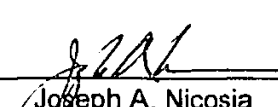

Janet Dongarra
Assistant Secretary

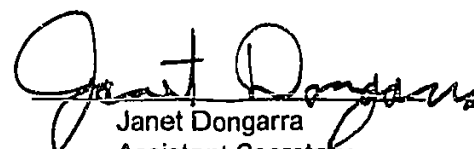
CORPORATIONS LISTED ON ATTACHMENT A

By:

Name:

Title:


Joseph A. Nicosia
President


Janet Dongarra
Assistant Secretary

PLAN OF MERGER adopted for corporations listed in Attachment A, business corporations organized under the laws of the State of Florida, by resolution of their Boards of Directors on December 6, 1996, and adopted for GATX Logistics, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 6, 1996. The corporations listed in Attachment A that are planning to merge are business corporations organized under the laws of the State of Florida, and GATX Logistics, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which corporations listed in Attachment A plan to merge is GATX Logistics, Inc.

1. Corporations listed in Attachment A and GATX Logistics, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, GATX Logistics, Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the corporations listed in Attachment A, which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation at the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporations immediately prior to the effective date of the merger shall, at the effective date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the proper officers of the non-surviving corporations and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ATTACHMENT A TO ARTICLES OF MERGER
List of Corporations to be Merged Into GATX Logistics, Inc.

Unit Multi-Pack, Inc.

Unit Distribution, Inc.

Unit Logistics, Inc.