

FIS 00001819

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H230001693963))



H2300016939634B06

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To: Division of Corporations
Fax Number : (850)517-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (954)208-0845
Fax Number : (614)573-3996

FILED
2023 MAY -5 AM 11:02
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

CORAMND/RESTATE/CORRECT ORO/D RESIGN
VANTEC HITACHI TRANSPORT SYSTEM (USA), INC.

Certificate of Status	0
Certified Copy	0
Page Count	28
Estimated Charge	\$35.00

2023 MAY -5 PM 4:34

Electronic Filing Menu Corporate Filing Menu

Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F15000001819
(Document number of corporation (if known))

1. Vantec Hitachi Transport System (USA), Inc.
(Name of corporation as it appears on the records of the Department of State)

2. California s. 04/28/2015
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03/23/2023

5. LOGISTEED America, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida.

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

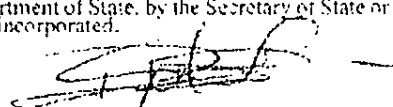
FILED
2023 MAY 5 AM 11:02
STATE
CORPORATION
TALLAHASSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

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 STATE
 OF
 FLORIDA
 SECRETARY OF STATE

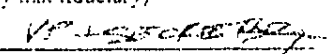
10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Randall Shiosaki

(Typed or printed name of person signing)



(Title of person signing)

FILING FEE \$35.00



California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies

Issuance Date: 05/02/2023

Entity Name: LOGISTEED AMERICA, INC.

Copies Requested: 1

Formed In: CALIFORNIA

Receipt No.: 004126954

Entity No.: 1215104

Certificate No.: 104852425

Entity Type: Stock Corporation - CA - General

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
4001519-1	11/01/1983	Initial Filing	1
4001521-1	12/02/1986	Amendment	2
4001522-1	04/13/1992	Amendment	1
4001524-1	01/01/2005	Amendment	1
4001525-1	07/01/2005	Legacy Merger	3
4001528-1	07/01/2015	Legacy Merger	7
4001530-1	10/01/2015	Legacy Merger	6
B1511-9143	03/23/2023	Merger - Qualified Survivor (single type)	7

.. End of list

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on May 02, 2023



SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

To:

Page: 07 of 29

2023-05-05 13:14:08 CST

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From: James Tanks

1215104

OK

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
TOKYU WORLD TRANSPORT (USA), INC.

NOV - 1 1983

MARCH FONG EU, Secretary of State

By Bela V. Foust
Deputy

I

The name of this corporation is Tokyu World Transport (USA), Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

CT Corporation System

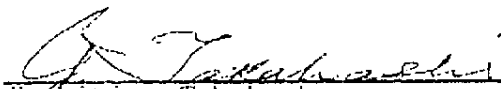
IV

This corporation is authorized to issue only one class of shares of stock, and the total number of shares which this corporation is authorized to issue is 2,000.

DATED: November 1, 1983


Yoshihiro Takahashi

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


Yoshihiro Takahashi

Certificate Verification No.: 104952475 Date: 05/02/2023

1215104

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FILED
In the office of the Secretary of State
of the State of California

DEC 2 1986

Wenach Fong
MARCH FONG LU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Hiroshi Kimura hereby certifies that:

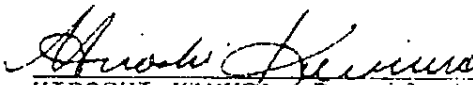
1. He is the President and Secretary of Tokyu World
Transport (USA), Inc., a California corporation.

2. Article IV of the articles of incorporation of
this corporation is amended in its entirety to read as follows:

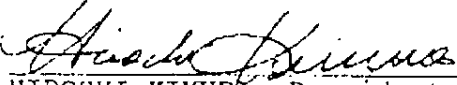
"IV. This corporation is authorized to
issue only one class of shares of stock, and
the total number of shares which this
corporation is authorized to issue is
100,000."

3. The foregoing amendment of articles of
incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of
incorporation has been duly approved by the required vote of
shareholder in accordance with Section 902 of the Corporations
Code. The total number of outstanding shares of this
corporation is 500. The number of shares voting in favor of the
amendment equaled or exceeded the vote required. The percentage
vote required was more than 50%.


HIROSHI KIMURA, President
and Secretary

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Los Angeles, California on October 30, 1986.



 HIROSHI KIMURA, President
 and Secretary

Certificate Verification No.: 104952425 Date: 05/02/2023

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOKYU WORLD TRANSPORT (USA), INC.

FILED
In the office of the Secretary of State
of the State of California

APR 13 1992

March Fong Eu
MARCH FONG EU, Secretary of State

Hiroshi Kimura hereby certifies that:

1. He is the President and Secretary of Tokyu World Transport (USA), Inc., a California corporation.
2. Article II of the articles of incorporation of this corporation is amended to read in full as follows:

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code. This corporation is specifically authorized to transact Customs Brokerage business pursuant to Section 111.11(c)(1) of Title 19 of the Code of Federal Regulations which requires that said purposes be specifically stated in the corporation's articles.

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares is five thousand (5,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: Apr. 9, 1992

Hiroshi Kimura
Hiroshi Kimura
President and Secretary

Certificate Verification No.: 104682425 Date: 05/02/2023

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A0621903
1215104

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOKYU WORLD TRANSPORT (USA), INC.

FILED NG
In the office of the Secretary of State
of the State of California
JAN 01 2005

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of Tokyu World Transport (USA) Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended in its entirety to read as follows:

"I. The name of this corporation is Vantec World Transport (USA), Inc."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 35,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was none than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 23, 2004

Shoichi Koyama

Shoichi Koyama, President

Yoichi Kamachi

Yoichi Kamachi, Secretary

Certificate Verification No.: 104852425 Date: 05/02/2023

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FILED *AA*
in the office of the Secretary of State
of the State of California

JUL 01 2005

AGREEMENT OF MERGER
BETWEEN


VANTEC WORLD TRANSPORT (USA), INC.
AND AMERICAN VANTEC, INC.

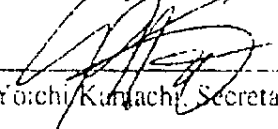
THIS AGREEMENT OF MERGER is entered into between Vantec World Transport (USA), Inc., a California corporation 1215104 (herein "Surviving Corporation") and American Vantec, Inc., a California corporation 2120192 (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. The Articles of Incorporation of Surviving Corporation, as previously amended, shall continue to be the Articles of Incorporation of the Surviving Corporation.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger is as prescribed by law; the effective date of the merger is July 1, 2005.

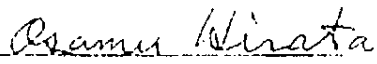
IN WITNESS WHEREOF, the parties have executed this Agreement the 10th day of June, 2005.

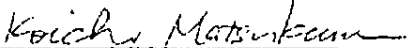
VANTEC WORLD TRANSPORT (USA), INC.,
a California corporation ("Surviving Corporation")

By: 
Shoichi Koyama, President

By: 
Yoichi Kurachi, Secretary

AMERICAN VANTEC, INC.,
a California corporation ("Merging Corporation")

By: 
Osamu Hirata, President

By: 
Koichi Matsukama, Secretary

Certificate Verification No.: 101852425 Date: 05/02/2023

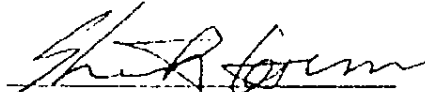
CERTIFICATE
 OF
 APPROVAL OF AGREEMENT OF MERGER
 OF
 VANTEC WORLD TRANSPORT (USA), INC.,
 a California corporation 1215104

Shoichi Koyama and Yoichi Kamachi certify that:


1. They are the President and the Secretary, respectively, of Vantec World Transport (USA), Inc., a California corporation.
2. The Agreement of Merger between Vantec World Transport (USA), Inc. and American Vantec, Inc., in the form attached, was duly approved by the Board of Directors and Shareholders of the corporation.
3. The Shareholders' approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 35,000 shares

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: June 19, 2005



 Shoichi Koyama, President



 Yoichi Kamachi, Secretary

Certificate Verification No.: 104952025 Date: 05/02/2023


CERTIFICATE
 OF
 APPROVAL OF AGREEMENT OF MERGER
 OF
 AMERICAN VANTEC, INC.,
 a California corporation 2120192

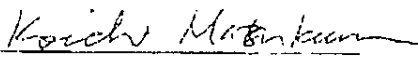
Osamu Hirata and Koichi Matsukama certify that:

1. They are the the President and the Secretary, respectively, of American Vantec, Inc., a California corporation.
2. The Agreement of Merger between Vantec World Transport (USA), Inc. and American Vantec, Inc., in the form attached, was duly approved by the Board of Directors and Shareholders of the corporation.
3. The Shareholders' approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 2,200 shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: June 10, 2005


 Osamu Hirata, President


 Koichi Matsukama, Secretary

Certificate Verification No.: 10425212; Date: 05/03/2023

NOTED

1215104 SURV

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FILED JRM

Secretary of State
State of California

JUL 01 2015

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AGREEMENT OF MERGER

This Agreement of Merger is made and entered into as of June 26, 2015, between Vantec World Transport (USA), Inc., a California corporation, hereinafter sometimes called VANTECUSA, with its principal office at 991 Francisco Street, Torrance, CA 90502 and Hitachi Transport System (America), Ltd., a California corporation, hereinafter sometimes called HTSA, with its principal office at 21061 S. Western Ave., Suite 300, Torrance, CA 90501, both corporations being hereinafter sometimes collectively called the Constituent Corporations.

WHEREAS, in order to increase business competitiveness through common management, to eliminate duplicate costs and to benefit from the combined size of the Constituent Corporations, the Boards of Directors of the Constituent Corporations deem it advisable that these corporations merge in accordance with California Corporations Code (the "Code") Section 1100 *et seq.* and they have duly approved and authorized the form of this Agreement of Merger; and

WHEREAS, the Constituent Corporations desire to merge under and pursuant to said provisions of the Code;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the Constituent Corporations agree as follows:

1. Constituent Corporations. Each of the Constituent Corporations represents as follows:

(a) VANTECUSA represents that it is a corporation duly organized and existing under the laws of the State of California, having been incorporated on November 1, 1983, and having an authorized capital stock consisting of 100,000 shares, all of which are of one class with no par value, of which 35,000 shares are issued and outstanding, all of which are owned by Vantec Corporation, a Japanese corporation ("VANTEC").

(b) HTSA represents that it is a corporation duly organized and existing under the laws of the State of California, having been incorporated on April 1, 1987, and having an authorized capital stock consisting of 6,000 shares, all of which are of one class with no par value, of which 6,000 shares are issued and outstanding, all of which are owned by Hitachi Transport System, Ltd., a Japanese corporation ("HTS").

2. Merger. HTSA, which is sometimes hereinafter referred to as the Disappearing Corporation, shall be and it hereby is merged into VANTECUSA (the "Merger"), which shall be the surviving corporation, as that term is defined in the Code, to the Merger. The name of the surviving corporation, which is sometimes hereinafter referred to as the Surviving Corporation, shall, from and after the Effective Date (defined in Section 5 below), be Vantec Hitachi Transport System (USA), Inc.

Certificate Verification No.: 104852495 Date: 05/02/2023

A0771899

3. Articles of Incorporation.

(a) Upon the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended as set forth in this Section 3.

(b) Article I of the Articles of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"The name of the corporation is Vantec Hitachi Transport System (USA), Inc."

(c) Except as amended in subsection (b), the Articles of Incorporation of the Surviving Corporation shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended as provided therein or as provided by law.

4. Officers and Directors. The directors and officers of VANTECUSA holding office immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, to hold office until their respective successors have been duly elected and qualified.

5. Effective Date of Merger.

(a) Provided that this Agreement of Merger is not abandoned, the effective date of the Merger (the "Effective Date") shall be at the close of business on the date when this Agreement of Merger with officers' certificates attached is duly filed in the Office of the California Secretary of State in accordance with Section 1103 of the Code.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of VANTECUSA shall continue unaffected and unimpaired by the Merger; and the corporate identities, existences, purposes, powers, objects, franchises, rights, and immunities of HTSA shall be continued in and merged into VANTECUSA and VANTECUSA shall be fully vested therewith.

6. Shares.

(a) As of the Effective Date, by virtue of the Merger and without any action on the part of the shareholder thereof each share of HTSA issued and outstanding immediately prior to the Effective Date shall be converted into and become 2.337 shares of VANTECUSA, provided that no fractional shares of VANTECUSA shall be issued.

(b) The shares of the Surviving Corporation outstanding immediately prior to the Effective Date shall not be changed by reason of the Merger.

(c) After the Effective Date and on or after the date fixed for such purpose by the Board of Directors of the Surviving Corporation, the shareholder of the Disappearing Corporation shall surrender an outstanding certificate or certificates representing stock of HTSA to the Surviving Corporation or an agent duly appointed by the Surviving Corporation.

Certificate Identification No.: 194802435 Date: 05/07/2023

A0771899

(d) It is the understanding of the Constituent Corporations that the shareholder of the Disappearing Corporation has no present plan or intention to sell, exchange, or otherwise dispose of the shares of VANTECHUSA that it owns.

7. Effect of Merger. Upon the Effective Date:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provide by law;

(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date; and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

8. Tax and Accounting Matters. For U.S. federal income tax purposes, the parties intend that the Merger qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in this Section and otherwise to carry out the intent and purposes of this Agreement of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

10. Abandonment of Merger. Any time prior to the Effective Date, this Agreement of Merger may be abandoned without further obligation or liability by any of the Constituent Corporations, notwithstanding approval of the merger by their shareholders.

11. Miscellaneous.

(a) In the event that any provision of this Agreement of Merger is held by any court of competent jurisdiction to be invalid, illegal or unenforceable in whole or in part, then:

Certificate Verification No.: 101659276 Date: 05/05/2023

A0771899

such provision shall be deemed modified or reformed to the extent necessary to render such provision valid, binding and enforceable to the fullest extent permitted by law in such jurisdiction. The validity, binding effect or enforceability of the remaining provisions of this Agreement of Merger shall not be impaired or affected thereby, and such remaining provisions shall continue in full force and effect.

(b) No waiver of any breach of any provision of this Agreement of Merger shall be deemed to be effective unless set forth in writing and executed by the party against whom such waiver is sought to be enforced. No waiver in any one instance shall be deemed to be a waiver in any other instance, whether or not similar. No failure to exercise and no delay in exercising any right, power or privilege hereunder shall be deemed to constitute a waiver thereof, nor shall any single or partial exercise of any right, power or privilege hereunder preclude the exercise of any other right, power or privilege hereunder or otherwise afforded by applicable law or in equity.

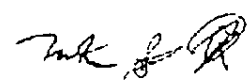
(c) This Agreement of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

(d) The titles used in this Agreement of Merger are used for convenience only and are not considered in construing or interpreting this Agreement of Merger.

(e) This Agreement of Merger shall be governed by, construed and enforced in accordance with the laws of the State of California, without reference to the conflicts-of-law or choice-of-law principles thereof.

[signature page follows]

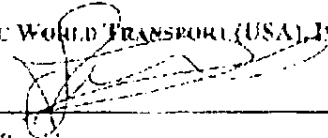
Certificate Verification No.: 1049332425 Date: 05/02/2023



A0771899

IN WITNESS WHEREOF, the parties have caused this Agreement of Merger to be signed by their respective duly authorized officers as of the date first written above.

VANTEC WORLD TRANSPORT (USA) INC.

By:  _____

Title: President

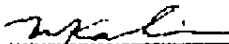
Name: Chris Haley

By:  _____

Title: Secretary

Name: Randall Shiosaki

HITACHI TRANSPORT SYSTEM (AMERICA), LTD.

By:  _____

Title: President

Name: Masataka Kashiwa

By:  _____

Title: Secretary

Name: Masataka Kashiwa

Certificate Verification No.: 166852195 Date: 05/02/2023

A0771899

VANTEC WORLD TRANSPORT (USA), INC.

OFFICER'S CERTIFICATE

We, Chris Haley and Randall Shiosaki, certify that:

1. We are the President and Secretary, respectively, of Vantec World Transport (USA), Inc., a corporation duly organized and existing under the laws of the state of California.

2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	35,000

3. The agreement of merger in the form attached (the "Agreement of Merger") has been approved by the board of directors of the corporation.


4. The principal terms of the Agreement of Merger were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.

5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

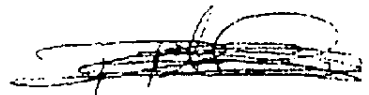
<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	Majority

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: June 26, 2015



Chris Haley, President



Randall Shiosaki, Secretary

Certificate Verification No.: 10485717577875105701/2023

A0771899

HITACHI TRANSPORT SYSTEM (AMERICA), LTD.

OFFICER'S CERTIFICATE

I, Masataka Kashiwa, certify that:

1. I am the President and Secretary of Hitachi Transport System (America), Ltd., a corporation duly organized and existing under the laws of the state of California.

2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	6,000

3. The agreement of merger in the form attached (the "Agreement of Merger") has been approved by the board of directors of the corporation.

4. The principal terms of the Agreement of Merger were approved by the shareholders of the corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.

5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	Majority

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: June 26, 2015



Masataka Kashiwa,
President and Secretary

Certificate Verification No.: 107850425 Date: 05/02/2023

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AGREEMENT OF MERGER

This Agreement of Merger is made and entered into as of September 25, 2015, between Vantec Hitachi Transport System (USA), Inc., a California corporation, hereinafter sometimes called VANTECUSA, with its principal office at 21061 S. Western Ave., Suite 300, Torrance, CA 90501 and CDS Global Logistics, Inc., a New York corporation, hereinafter sometimes called CDS, with its principal office at 1907 Virginia Avenue, Suite 100, Atlanta, GA 30354, both corporations being hereinafter sometimes collectively called the Constituent Corporations.

WHEREAS, in order to increase business competitiveness through common management, to eliminate duplicate costs and to benefit from the combined size of the Constituent Corporations, the Boards of Directors of the Constituent Corporations deem it advisable that these corporations merge in accordance with California Corporations Code (the "California Code") Section 1100 *et seq.* and New York Business Corporation Law (the "New York Law") Section 901 *et seq.* and they have duly approved and authorized the form of this Agreement of Merger; and

WHEREAS, the Constituent Corporations desire to merge under and pursuant to said provisions of the California Code and the New York Law:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the Constituent Corporations agree as follows:

1. Constituent Corporations. Each of the Constituent Corporations represents as follows:

(a) VANTECUSA represents that it is a corporation duly organized and existing under the laws of the State of California, having been incorporated on November 1, 1983, and having an authorized capital stock consisting of 100,000 shares, all of which are of one class with no par value, of which 49,022 shares are issued and outstanding.

(b) CDS represents that it is a corporation duly organized and existing under the laws of the State of New York, having been incorporated on February 13, 2008, and having an authorized capital stock consisting of 200 shares, all of which are of one class with no par value, of which 200 shares are issued and outstanding.

2. Merger. CDS, which is sometimes hereinafter referred to as the Disappearing Corporation, shall be and it hereby is merged into VANTECUSA (the "Merger"), which shall be the surviving corporation, as that term is defined in the California Code, to the Merger. The name of the surviving corporation, which is sometimes hereinafter referred to as the Surviving Corporation, shall, from and after the Effective Date (defined in Section 5 below), be Vantec Hitachi Transport System (USA), Inc.

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation effective immediately prior to the Effective Date shall continue in full force as the

Certificate Verification No.: 104882195 Date: 05/02/2023

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Articles of Incorporation of the Surviving Corporation until further amended as provided therein or as provided by law.

4. Officers and Directors. The directors and officers of VANTECUSA holding office immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, to hold office until their respective successors have been duly elected and qualified.

5. Effective Date of Merger.

(a) Provided that this Agreement of Merger is not abandoned, the effective date of the Merger (the "Effective Date") shall be at the close of business on the date when this Agreement of Merger with officers' certificates attached is duly filed in the Office of the California Secretary of State in accordance with Section 1103 of the California Code.

(b) The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of VANTECUSA shall continue unaffected and unimpaired by the Merger; and the corporate identities, existences, purposes, powers, objects, franchises, rights, and immunities of CDS shall be continued in and merged into VANTECUSA and VANTECUSA shall be fully vested therewith.

6. Shares.

(a) As of the Effective Date, by virtue of the Merger and without any action on the part of the shareholder thereof, each share of CDS issued and outstanding immediately prior to the Effective Date shall be converted into and become one two hundredth (1/200) of a share of VANTECUSA:

(b) The shares of the Surviving Corporation outstanding immediately prior to the Effective Date shall not be changed by reason of the Merger

(c) After the Effective Date and on or after the date fixed for such purpose by the Board of Directors of the Surviving Corporation, the shareholder of the Disappearing Corporation shall surrender an outstanding certificate or certificates representing stock of CDS to the Surviving Corporation or an agent duly appointed by the Surviving Corporation.

(d) It is the understanding of the Constituent Corporations that the shareholder of the Disappearing Corporation has no present plan or intention to sell, exchange, or otherwise dispose of the shares of VANTECUSA that it owns.

7. Effect of Merger. Upon the Effective Date:

(a) The Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities, obligations, and duties of each of the Constituent Corporations, except as otherwise herein provided, and except as otherwise provide by law:

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(b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Corporations on whatever account as well as all other things in action or belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers, and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date; and all debts, liabilities, obligations and duties of the Constituent Corporations shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

8. Tax and Accounting Matters. For U.S. federal income tax purposes, the parties intend that the Merger qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

9. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in this Section and otherwise to carry out the intent and purposes of this Agreement of Merger. For the convenience of the parties and to facilitate the filing and recording of this Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

10. Abandonment of Merger. Any time prior to the Effective Date, this Agreement of Merger may be abandoned without further obligation or liability by any of the Constituent Corporations, notwithstanding approval of the merger by their shareholders.

11. Miscellaneous.

(a) In the event that any provision of this Agreement of Merger is held by any court of competent jurisdiction to be invalid, illegal or unenforceable in whole or in part, then such provision shall be deemed modified or reformed to the extent necessary to render such provision valid, binding and enforceable to the fullest extent permitted by law in such jurisdiction. The validity, binding effect or enforceability of the remaining provisions of this Agreement of Merger shall not be impaired or affected thereby, and such remaining provisions shall continue in full force and effect.

(b) No waiver of any breach of any provision of this Agreement of Merger shall be deemed to be effective unless set forth in writing and executed by the party against whom such waiver is sought to be enforced. No waiver in any one instance shall be deemed to be a waiver in any other instance, whether or not similar. No failure to exercise and no delay in exercising any right, power or privilege hereunder shall be deemed to constitute a waiver thereof,

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nor shall any single or partial exercise of any right, power or privilege hereunder preclude the exercise of any other right, power or privilege hereunder or otherwise afforded by applicable law or in equity.


(c) This Agreement of Merger shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

(d) The titles used in this Agreement of Merger are used for convenience only and are not considered in construing or interpreting this Agreement of Merger.

(e) This Agreement of Merger shall be governed by, construed and enforced in accordance with the laws of the State of California, without reference to the conflicts-of-law or choice-of-law principles thereof.


IN WITNESS WHEREOF, the parties have caused this Agreement of Merger to be signed by their respective duly authorized officers as of the date first written above.

VANTEC HYTRACIL TRANSPORT SYSTEM (USA), INC.

By: 

Title: President

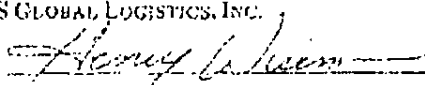
Name: Chris Halcy

By: 

Title: Secretary

Name: Randall Shiosaki

CDS GLOBAL LOGISTICS, INC.

By: 

Title: President

Name: Henry Wiseman

By: 

Title: Secretary

Name: Anna Henggeler

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VANTEC HITACHI TRANSPORT SYSTEM (USA), INC.

OFFICERS' CERTIFICATE

We, Chris Haley and Randall Shiosaki, certify that:

- 1. We are the President and Secretary, respectively, of Vantec Hitachi Transport System (USA), Inc., a corporation duly organized and existing under the laws of the state of California.
- 2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

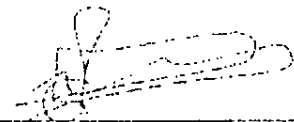
<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	49,022

- 3. The agreement of merger in the form attached (the "Agreement of Merger") has been approved by the board of directors of the corporation.
- 4. The principal terms of the Agreement of Merger were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.
- 5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	Majority

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 25, 2015



 Chris Haley, President



 Randall Shiosaki, Secretary

Certificate Verification No.: 101859025 Date: 05/03/2023

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CDS GLOBAL LOGISTICS, INC.

OFFICERS' CERTIFICATE

We, Henry Wiseman and Anna Henggeler, certify that:

1. We are the President and Secretary, respectively, of CDS Global Logistics, Inc., a corporation duly organized and existing under the laws of the state of New York.

2. The total number of outstanding shares of each class of the corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	200

3. The agreement of merger in the form attached (the "Agreement of Merger") has been approved by the board of directors of the corporation.

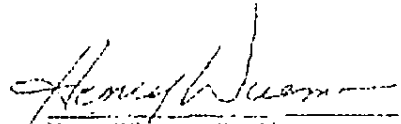
4. The principal terms of the Agreement of Merger were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.

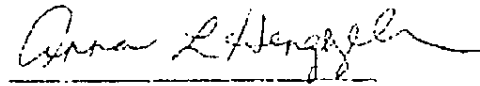
5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	Majority

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge

DATE: September 25, 2015


 Henry Wiseman, President


 Anna Henggeler, Secretary

Certificate Verification No.: 104852425 Date: 05/02/2023



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: LOGISTEED AMERICA, INC.
Entity No.: 1215104
Registration Date: 11/01/1983
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of May 02, 2023.

A handwritten signature in black ink, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 104928629

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.