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H74076

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CORPORATION(S) NAME

Merger

Priority Transportation, Inc.

merging into:

Transit Group, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATION
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

PRIORITY TRANSPORTATION, INC., a Tennessee corporation not authorized
to transact business in Florida

INTO

TRANSIT GROUP, INC., a Florida corporation, H74076.

File date: January 19, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
PRIORITY TRANSPORTATION, INC.,
A TENNESSEE CORPORATION
WITH AND INTO
TRANSIT GROUP, INC., A FLORIDA CORPORATION**

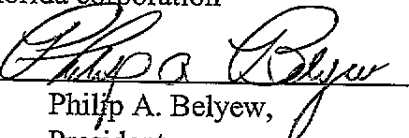
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 48-21-105 of the Tennessee Code Annotated and Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

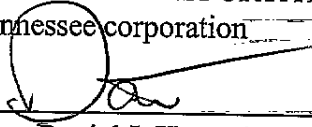
1. The Agreement and Plan of Merger is attached hereto as Appendix "A" and incorporated herein by reference.
2. As to Transit Group, Inc., a Florida corporation, and the surviving corporation to the merger, the Plan of Merger was duly adopted by its Board of Directors on December 7, 1998. The approval of the shareholders of Transit Group, Inc. is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.
3. As to Priority Transportation, Inc., a Tennessee corporation, the Plan of Merger was duly adopted by its sole shareholder and Board of Directors on January 19th, 1999. On such date, there were 75 shares of common stock outstanding and entitled to vote. All of the shares voted for the merger.
4. In accordance with Section 48-21-107 of the Tennessee Code Annotated, this merger is permitted under the laws of the State of Florida and the charter of Transit Group, Inc. Transit Group, Inc. has complied with its charter and the laws of the State of Florida in effecting this merger.
5. The effective date of the merger contemplated hereby shall be the date of the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 19th day of January, 1999.

TRANSIT GROUP, INC.,
a Florida corporation

By: 
Philip A. Belyew,
President

PRIORITY TRANSPORTATION, INC.,
a Tennessee corporation

By: 
Daniel J. Horvath
President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of this 19th day of January, 1999, by and between **PRIORITY TRANSPORTATION, INC.**, a Tennessee corporation (the "Merging Corporation") and **TRANSIT GROUP, INC.**, a Florida corporation (the "Surviving Corporation").

**ARTICLE ONE
RECITALS**

Section 1.1. Surviving Corporation's Capital Stock. The Surviving Corporation is duly organized and existing under the laws of the State of Florida. The Surviving Corporation has 30,000,000 shares of authorized capital common stock, par value \$0.01 per share.

Section 1.2. Merging Corporation's Capital Stock. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Tennessee. The Merging Corporation has authorized capital stock consisting of 1,000 shares of common stock with no par value per share, 75 shares of which have been duly issued and are now outstanding.

Section 1.3. Desire to Merge. The Surviving Corporation and Merging Corporation desire to effect a statutory merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth as evidenced by the approval of the Board of Directors of the Surviving Corporation and the approval of the Board of Directors and the shareholder of the Merging Corporation of this merger and the terms hereof. Both constituent corporations desire that the merger be characterized as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements contained herein, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "FBCA") and the Tennessee Business Corporation Act, as amended, (the "TBCA") upon the following terms and conditions:

**ARTICLE TWO
PARTIES TO PROPOSED MERGER**

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge with and into the Surviving Corporation is Priority Transportation, Inc., a Tennessee corporation.

Section 2.2. The Surviving Corporation. The name of the corporation with and into which the Merging Corporation proposes to merge is Transit Group, Inc., a Florida corporation.

**ARTICLE THREE
TERMS AND CONDITIONS OF PROPOSED MERGER
AND EFFECTIVE DATE OF THE MERGER**

Section 3.1. General. Upon the Effective Date of the Merger (as hereinafter defined):
(a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Florida corporation, governed by the laws of the State of Florida; and
(b) the separate existence of the Merging Corporation shall cease.

Section 3.2. Effective Date of the Merger. The merger contemplated by this Plan of Merger shall become effective upon filing of Articles of Merger in Florida (the "Effective Date").

**ARTICLE FOUR
MANNER AND BASIS FOR CONVERTING
INTERESTS OF THE MERGING CORPORATION
INTO SHARES OF THE SURVIVING CORPORATION**

Upon the Effective Date of the Merger, each share of common stock of the Merging Corporation outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into cash and shares of common stock of the Surviving Corporation as provided in the Agreement and Plan of Reorganization dated January 19th 1999. From and after the Effective Date, each outstanding certificate theretofore representing shares of Merging Corporation common stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of common stock of Surviving Corporation into which such shares of Merging Corporation shall have been converted. Promptly after the Effective Date, the Surviving Corporation shall issue to the shareholder of Merging Corporation a stock certificate representing such shares of Surviving Corporation common stock in exchange for the certificate(s) which formerly represented shares of Merging Corporation common stock, which shall be canceled.

Each share of stock of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time will remain issued and outstanding following the merger, with identical designations, preferences, limitations and relative rights.

**ARTICLE FIVE
CERTIFICATE OF INCORPORATION AND BYLAWS
OF
THE SURVIVING CORPORATION**

The Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of Incorporation of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof. The Bylaws of the Surviving Corporation shall remain the Bylaws of the Surviving Corporation following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**ARTICLE SIX
DIRECTORS AND OFFICERS**

The directors of the Surviving Corporation in office on the Effective Date of the Merger shall continue as the directors of the Surviving Corporation, and officers of the Surviving Corporation in office on the Effective Date of the Merger shall continue as officers of the Surviving Corporation.

**ARTICLE SEVEN
APPROVAL OF THE MERGER AND TERMINATION
OF THE MERGING CORPORATION**

Section 7.1. Corporate Approval of Surviving Corporation. The Plan has been fully and duly approved by the directors of the Surviving Corporation in accordance with the FBCA.

Section 7.2. Corporate Approval of Merging Corporation. The Plan has been fully and duly approved by the directors and shareholder of the Merging Corporation in accordance with the TBCA.

Section 7.3. Termination. At any time prior to the Effective Date of the Merger, this Plan may be abandoned by the Board of Directors of the Surviving Corporation or the Merging Corporation. In the event of such abandonment, this Plan shall become void and neither the Surviving Corporation's nor the Merging Corporation's shareholders, directors or officers shall be liable in respect to such abandonment.

TRANSIT GROUP, INC., a Florida corporation

By: Philip A. Belyew
Philip A. Belyew, President

PRIORITY TRANSPORTATION, INC.,
a Tennessee corporation

By: Daniel J. Horvath
Daniel J. Horvath, President