

M08000000048

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08 JAN - 8 PM 3: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR  
JAN 08 2008  
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 01/08/07

REF. #: 000173.79764

CORP. NAME: B&B (US INFRASTRUCTURE JV) MERGER SUB A LLC

- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 524250 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

FILED  
08 JAN -8 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
ICS LOGISTICS, INC.  
WITH AND INTO  
B&B (US INFRASTRUCTURE JV) MERGER SUB A LLC

The following Articles of Merger are submitted as of this 8<sup>th</sup> day of January, 2008 to merge the following Florida for-profit corporation in accordance with Section 607.1108 of the Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
ICS Logistics, Inc.	Florida	Corporation	P97000004462
B&B (US Infrastructure JV) Merger Sub A LLC	Delaware	Limited liability company	M08000000048

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B&B (US Infrastructure JV) Merger Sub A LLC	Delaware	Limited liability company

**THIRD:** The Plan of Merger attached hereto as Exhibit A was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger, other than domestic corporations, limited liability companies, and partnerships formed, organized, or incorporated under the laws of the State of Florida, in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The effective date of the merger will be the date of filing of these Articles of Merger.

**SIXTH:** The survivor's principal office address in its jurisdiction of formation is as follows:

B&B (US Infrastructure JV) Merger Sub A LLC  
c/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808

**SEVENTH:** The surviving party is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

**EIGHTH:** The surviving entity has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger by and on behalf of the terminating corporation and of the surviving entity as of the day first written above.

ICS LOGISTICS, INC.

By: Carlton H. Spence  
Name: Carlton H. Spence  
Title: Chairman

B&B (US INFRASTRUCTURE JV)  
MERGER SUB A LLC

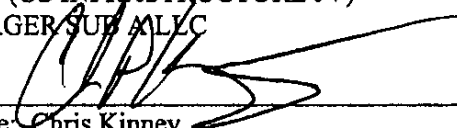
By: \_\_\_\_\_  
Name: Chris Kinney  
Title: President

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger by and on behalf of the terminating corporation and of the surviving entity as of the day first written above.

ICS LOGISTICS, INC.

By: \_\_\_\_\_  
Name:  
Title:

B&B (US INFRASTRUCTURE JV)  
MERGER SUB ALLC

By:   
Name: Chris Kinney  
Title: President

**EXHIBIT A**

**PLAN OF MERGER**  
**by and between**  
**ICS LOGISTICS, INC., a Florida corporation, and**  
**B&B (US INFRASTRUCTURE JV) MERGER SUB A LLC, a Delaware limited liability**  
**company**

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
ICS Logistics, Inc.	Florida	Corporation	P97000004462
B&B (US Infrastructure JV) Merger Sub A LLC	Delaware	Limited liability company	M08000000048

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B&B (US Infrastructure JV) Merger Sub A LLC	Delaware	Limited liability company

**THIRD:** The merger is conditioned on customary closing conditions, including accuracy of representations and warranties, compliance with covenants, and obtaining all required consents.

**FOURTH:** (A) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

By virtue of the merger and without any further action on the part of ICS Logistics, Inc. or B&B (US Infrastructure JV) Merger Sub A LLC, all of the issued and outstanding shares of capital stock of ICS Logistics, Inc. (the "ICS Shares"), shall be converted into and become the right to receive a portion of the merger consideration pursuant to the definitive acquisition agreement with respect to the merger, a copy of which will be furnished by the surviving limited liability company in the merger on request and without cost to any member of such surviving limited liability company or any person holding an interest in ICS Logistics, Inc., including, but not limited to, the ICS Shares. At the effective time of the merger, all of the ICS Shares shall be canceled and retired automatically and shall cease to exist and be outstanding.

(B) The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares,

obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire interests, shares, obligations or other securities of either of the merging entities.

**FIFTH**: The name and address of each managing member of B&B (US Infrastructure JV) Merger Sub A LLC are as follows:

<u>Name</u>	<u>Address</u>
Babcock & Brown US Infrastructure JV I LLC	Babcock & Brown US Infrastructure JV I LLC c/o Babcock & Brown LP 885 Second Avenue New York, New York 10017 Attention: Nancy Zajac, Esquire Tel: (212) 415-0205 Fax: (212) 935-8949 Email: <a href="mailto:nancy.zajac@babcockbrown.com">nancy.zajac@babcockbrown.com</a>



IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger by and on behalf of the terminating corporation and of the surviving entity as of January 8, 2008.

ICS LOGISTICS, INC.

By: Carlton H. Spence  
Name: Carlton H. Spence  
Title: Chairman

B&B (US INFRASTRUCTURE JV)  
MERGER SUB A LLC

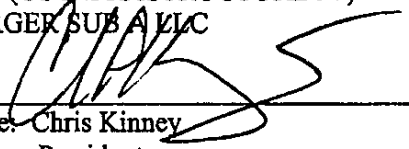
By: \_\_\_\_\_  
Name: Chris Kinney  
Title: President

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger by and on behalf of the terminating corporation and of the surviving entity as of January 8, 2008.

ICS LOGISTICS, INC.

By: \_\_\_\_\_  
Name:  
Title:

B&B (US INFRASTRUCTURE JV)  
MERGER SUB A LLC

By:   
Name: Chris Kinney  
Title: President