P94000050414

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 336000 81514A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : August 10, 1999

ORDER TIME : 11:54 AM

ORDER NO. : 336000-005

CUSTOMER NO: 81514A

Merger & Name Change

300002956083--3

CUSTOMER: Ms. Billie Ott
Troiano & Roberts
P. O. Drawer 829

Lakeland, FL 33802

FILED
99 AUG 10 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

COGISTICS, INC.

INTO

FREIGHT MANAGEMENT SPECIALISTS, INC.

RECEIVED
99 AUG 10 PM 1:12

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: AJR
8/11/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

COGISTICS, INC., a Florida corporation P98000032347

INTO

FREIGHT MANAGEMENT SPECIALISTS, INC. which changed its name to

COGISTICS, INC., a Florida corporation, P94000050414

File date: August 10, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Account charged: 78.75

99 AUG 10 PM 1:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
COGISTICS, INC., a Florida Corporation,
into
FREIGHT MANAGEMENT SPECIALISTS, INC.,
a Florida Corporation
and
ARTICLES OF AMENDMENT
of
FREIGHT MANAGEMENT SPECIALISTS, INC.
a Florida Corporation

ARTICLES OF MERGER between COGISTICS, INC., a Florida Corporation ("Cogistics") and FREIGHT MANAGEMENT SPECIALISTS, INC., a Florida Corporation ("Freight Management").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), Cogistics and Freight Management adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated August 6, 1999 between Cogistics and Freight Management was approved and adopted by the shareholders of Cogistics on August 6, 1999 and was adopted by the shareholders of Freight Management on August 6, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of Cogistics' stock will be acquired by means of a merger of Cogistics into Freight Management with Freight Management being the Surviving Corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

5. The Articles of Incorporation of the Surviving Corporation, namely Freight Management Specialists, Inc., shall be amended as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be COGISTICS, INC.

Said amendment to the Articles of Incorporation was approved by the unanimous vote of the directors of shareholders of Freight Management Specialists, Inc.

IN WITNESS WHEREOF, the parties have set their hands this 6th day of August, 1999.

ATTEST:

CORPORATE
SEAL

FREIGHT MANAGEMENT SPECIALISTS, INC.

By: Raymond A. Oberhofer
Its President

ATTEST:

CORPORATE
SEAL

COGISTICS, INC.

By: Raymond A. Oberhofer
Its President

PLAN OF MERGER

Merger between FREIGHT MANAGEMENT SPECIALISTS, INC. (the "Surviving Corporation") and COGISTICS, INC., (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger (the "Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.

The changes to the Surviving Corporation's Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

ARTICLE I

CORPORATE NAME

The name of the corporation is COGISTICS, INC.

2. Distribution to Shareholders. On the Effective Date, each one hundred (100) shares of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of Freight Management Specialists, Inc., in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock. In addition, each shareholder of the Disappearing Corporation shall be entitled to a cash payment from the Surviving Corporation equal to $33.70 for each one hundred (100) shares of the Disappearing Corporation's stock that is being converted into and exchanged for the Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of the Surviving Corporation's stock will not be issued.

5. Effective Merger. On the Effective Date, the separated existence of the Disappearing Corporation shall cease and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carryout the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105(1)(b) of the Act, the Articles of Merge shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of Article of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

DATED this 6th day of August, 1999.

COGISTICS, INC.

By: Raymond A. Oberhofer, President

FREIGHT MANAGEMENT SPECIALISTS,INC.

By: Raymond A. Oberhofer, President