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9/25/08

FLORIDA DIVISION OF CORPORATIONS
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((H06000302221 1))

TO: DIVISION OF CORPORATIONS FAX #: (850)487-6897

FROM: C T CORPORATION SYSTEM ACCT#: FCA000000023

CONTACT: JEFFREY BUTTERFIELD PHONE: (850)222-1092 FAX #: (850)878-5926

NAME: America's Body Company, Inc.

AUDIT NUMBER.....H06000302221

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0 PAGES..... 6

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND CR:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
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06 DEC 27 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
America's Body Company, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
American Commercial Truck Equipment, Inc.	Florida	V42508
Northwest Truckstell Sales, Inc.	Oregon	
Scherer Truck Equipment, Inc.	Kansas	

Third: The Plan of Merger is attached. (See attached Agreement of Merger)

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/18/2006 and shareholder approval was not required.


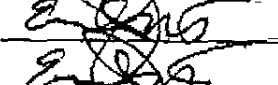
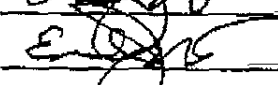
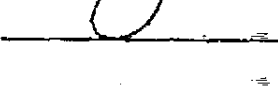
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/18/2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>America's Body Company, Inc.</u>		<u>Ernest C. Jett, Vice President</u>
<u>American Commercial Truck Eq</u>		<u>Ernest C. Jett, Vice President</u>
<u>Northwest Truckstell Sales, Inc.</u>		<u>Ernest C. Jett, Vice President</u>
<u>Scherer Truck Equipment, Inc.</u>		<u>Ernest C. Jett, Vice President</u>
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LEGAL DEPT

NO. 7635 P. 5

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER between America's Body Company, Inc., a Delaware corporation, ("ABC"), American Commercial Truck Equipment, Inc., a Florida corporation, Northwest Truckstell Sales, Inc., an Oregon corporation, and Scherer Truck Equipment, Inc., a Kansas corporation (known collectively as the "ABC Subs").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE the corporations hereby agree to merge into a single corporation.

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER between America's Body Company, Inc., a Delaware corporation, ("ABC"), American Commercial Truck Equipment, Inc., a Florida corporation, Northwest Truckstell Sales, Inc., an Oregon corporation, and Scherer Truck Equipment, Inc., a Kansas corporation (known collectively as the "ABC Subs").

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: ABC, hereby merges into itself the ABC Subs, and said ABC Subs, shall be and hereby are merged into ABC, which shall be the surviving corporation.

SECOND: The Articles of Incorporation of ABC, as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation, which is a party to the merger, is as follows:

<u>Corporation</u>	<u>Class</u>	<u># of Shares</u>	<u>Par value per share</u>
American Commercial Truck Equipment, Inc.	Common-Class A	100,000	\$1.00
	Common-Class B	100,000	\$1.00
Northwest Truckstell Sales, Inc.	Common	1,000	\$100.00
Scherer Truck Equipment, Inc.	Common	1,000	\$1.00

FOURTH: ABC owns 100% of the issued and outstanding shares of each of the subsidiary corporations.

FIFTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be cancelled and no shares of common stock of the surviving corporation shall be issued in exchange thereof.

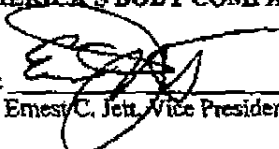
SIXTH: The terms and conditions of the merger are as follows:

- a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- c) This merger shall become effective after the close of business on December 31, 2006.
- d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.


SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by an authorized representative of each party hereto as the respective act, deed and agreement of said corporations on this 18th day of December 2006.

AMERICA'S BODY COMPANY, INC.

By: 
Ernest C. Jett, Vice President

AMERICAN COMMERCIAL TRUCK EQUIPMENT, INC.

By: 
Ernest C. Jett, Vice President

NORTHWEST TRUCKSTELL SALES, INC.

By: 
Ernest C. Jett, Vice President

SCHERTER TRUCK EQUIPMENT, INC.

By: 
Ernest C. Jett, Vice President