G09210

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2002 OCT 31 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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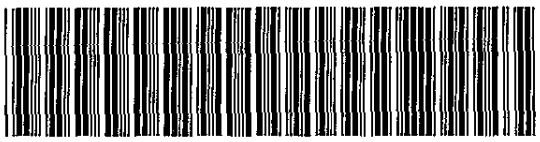

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

C. Coulliette OCT 31 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

VIASYS NETWORK SERVICES, INC., a Delaware corporation not qualified

INTO

TRANSPORTATION SAFETY CONTRACTORS, INC., a Florida entity, G09210.

File date: October 31, 2002

Corporate Specialist: Cheryl Coulliette

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Transportation Safety Contractors, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CR2E031(7/97)

ARTICLES OF MERGER BETWEEN
VIASYS NETWORK SERVICES, INC.,
AND TRANSPORTATION SAFETY CONTRACTORS, INC.

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections of the Title 8, Section 252, of the Delaware General Corporation Law, VIASYS NETWORK SERVICES, INC., a Delaware corporation ("VNS"), and TRANSPORTATION SAFETY CONTRACTORS, INC., a Florida Corporation ("SURVIVOR") adopt the following Articles of Merger for the purpose of merging VNS into SURVIVOR.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

VIASYS NETWORK SERVICES, INC., a Delaware corporation ("VNS"), and TRANSPORTATION SAFETY CONTRACTORS, INC., a Florida corporation ("SURVIVOR"), hereby adopt the following plan of merger under Section 607.1101, Florida Statutes and Title 8, Section 252, of the Delaware General Corporation Law.

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a) The names of each corporation planning to merge are:

VNS
2711 Centerville Road
Wilmington, DE 19808-1660

TRANSPORTATION SAFETY CONTRACTORS, INC.
135 Horizon Court
Lakeland, Florida 33813

b) The name of the surviving corporation is:

TRANSPORTATION SAFETY CONTRACTORS, INC.

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of VNS will cease and SURVIVOR will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of VNS without the necessity for any separate transfer. SURVIVOR will thereafter be responsible and liable for all obligations of VNS, and neither the rights of the creditors nor any liens on the property of VNS will be impaired by the merger. SURVIVOR agrees that it may be served with process in the State of Delaware in any

proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of SURVIVOR arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings under the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the SURVIVOR at 135 Horizon Court, Lakeland, Florida 33813.

d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) On or after the effective date of the merger, holders of VNS common stock may surrender their share certificates to the Secretary of SURVIVOR, and in exchange, SURVIVOR shall deliver certificates representing an equal number of shares of the SURVIVOR's common stock to such holder.

(ii) All shares of VNS common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto except the right to receive an equal number of shares of SURVIVOR common stock.

e) The assets of VNS will be reported in the accounts of SURVIVOR at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of VNS and SURVIVOR will be, respectively, the stated capital, capital surplus, and earned surplus of SURVIVOR.

f) The effective date of the merger will be the date on which SURVIVOR causes Articles or Certificate of Merger to be filed with the offices of the Delaware and Florida Secretaries of State.

g) The entire Plan of Merger is set forth in this Agreement.

h) SURVIVOR's Articles of Incorporation and Bylaws will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of Directors of SURVIVOR will be the Board of Directors on the effective date.

ARTICLE II

Effective date of the merger will be the date on which SURVIVOR causes Articles or Certificate of Merger to be filed with the offices of the Delaware and Florida Secretaries of State.

ARTICLE III

SURVIVOR adopted the Plan of Merger on October 30, 2002, by unanimous written consent of the shareholders and directors of the corporation pursuant to Section 607.1103(2), Florida Statutes. VNS, in full compliance with the laws of the State of Delaware, as required by Section 607.1107(1), Florida Statutes and Title 8, Section 252, of the Delaware General Corporation Law, adopted the Plan of Merger on October 30, 2002, by written consent of its shareholders and directors. The written consents constitute a sufficient number of votes of each of the corporations and their shareholders to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed this document this 30th day of October, 2002.

ATTEST:

Andrea S Jennings
ANDREA S. JENNINGS, Secretary

LANCE MCNEILL, as President
of VIASYS NETWORK SERVICES, INC.,
a Delaware corporation

ATTEST:

Andrea S Jennings
Secretary

LANCE MCNEILL, as President
of TRANSPORTATION SAFETY
CONTRACTORS, INC., a Florida corporation

STATE OF Florida
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 30th day of October, 2002, by LANCE MCNEILL, as President of VIASYS NETWORK SERVICES, INC., a Delaware corporation, and as President of TRANSPORTATION SAFETY CONTRACTORS, INC., a Florida corporation, who is personally known to me or has produced _____ as identification.

Andrea S Jennings
Printed/Typed Name: _____
Notary Public-State of _____
Commission Number: _____

ANDREA S. JENNINGS
MY COMMISSION # DD 142558
EXPIRES: September 7, 2006
Bonded Thru Budget Notary Services

LAK1 #243373 v1