

453950

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNIT MULTI-PACK, INC., a Florida corporation, S30078

UNIT DISTRIBUTION, INC., a Florida corporation, 453950

UNIT LOGISTICS, INC., a Florida corporation, S52268

INTO

GATX LOGISTICS, INC., a Florida corporation, F03356.

File date: December 18, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 140.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

453950

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNIT DISTRIBUTION OF BLOOMINGTON, INC. #K44637, UNIT  
DISTRIBUTION OF COLORADO, INC. #J32665, UNIT DISTRIBUTION OF  
FLORIDA, INC. #G43418,

UNIT DISTRIBUTION OF GEORGIA, INC. #G43419, UNIT DISTRIBUTION OF  
HARRISBURG, INC. #S71111, UNIT DISTRIBUTION OF ILLINOIS, INC.  
#G06588, UNIT

DISTRIBUTION OF LOUISIANA, INC. #G51669, UNIT DISTRIBUTION OF  
MASSACHUSETTS, INC. #S46699, UNIT DISTRIBUTION OF MEMPHIS, INC.  
#K97323, UNIT

DISTRIBUTION OF MISSOURI, INC. #L03564, UNIT DISTRIBUTION OF  
ORLANDO, INC. #J94683, UNIT DISTRIBUTION OF WASHINGTON, INC.  
#S42899, AND UN

IT HOSPITAL SUPPORT CENTER OF NY, INC. V02450 \*\*\*ALL FLORIDA  
CORPORATIONS\*\*\*

INTO

UNIT DISTRIBUTION, INC., a Florida corporation, 453950.

File date: December 18, 1996 , effective December 30, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 490.00

1201 HAYS STREET

TALLAHASSEE, FL 32302

904-222-9171

904-222-0393 FAX

800-322-8086

453950

File 3rd



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192184 4353950

AUTHORIZATION

COST LIMIT : \$ 490.00

*Patricia Pignatelli*

96 DEC 18 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : December 17, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 192184-035

CUSTOMER NO: 4353950

200002032622--7

CUSTOMER: Ms. Jan Dongarra  
Gatx Corporation  
500 West Monroe St.

Chicago, IL 606613676

EFFECTIVE DATE  
12-30-96

ARTICLES OF MERGER

SEE NOTES BOX

INTO

UNIT DISTRIBUTION, INC.

RECEIVED-  
96 DEC 18 AM 11:27  
DIVISION OF COMPLICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: \_\_\_\_\_

*Art. of  
merger  
12/18/96  
DC*

ARTICLES OF MERGER  
OF  
CORPORATIONS LISTED IN ATTACHMENT A  
AND  
UNIT DISTRIBUTION, INC.

To the Secretary of State  
State of Florida

EFFECTIVE DATE  
12-30-96

FILED  
96 DEC 18 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging those corporations listed in Attachment A with and into Unit Distribution, Inc., as approved and adopted by written consent of the shareholders of the above-mentioned corporations entitled to vote thereon given on December 4, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Unit Distribution, Inc., entitled to vote thereon given on December 4, 1996, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Unit Distribution, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective date of the merger herein provided for shall be December 30, 1996.

Executed on December 4, 1996.

Unit Distribution, Inc.

By:

Name:

Title:



Daniel D. Moore  
Vice President



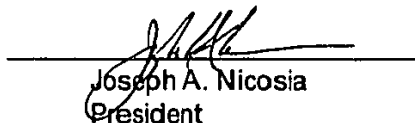
Janet Dongarra  
Assistant Secretary

CORPORATIONS LISTED ON ATTACHMENT A

By:

Name:

Title:



Joseph A. Nicosia  
President



Janet Dongarra  
Assistant Secretary

PLAN OF MERGER adopted for corporations listed in Attachment A, business corporations organized under the laws of the State of Florida, by resolution of their Boards of Directors on December 4, 1996, and adopted for Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 4, 1996. The corporations listed in Attachment A that are planning to merge are business corporations organized under the laws of the State of Florida, and Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which corporations listed in Attachment A plan to merge is Unit Distribution, Inc.

1. Corporations listed in Attachment A and Unit Distribution, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Unit Distribution, Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the corporations listed in Attachment A, which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation at the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporations immediately prior to the effective date of the merger shall, at the effective date of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporations and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the proper officers of the non-surviving corporations and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



ATTACHMENT A TO ARTICLES OF MERGER  
List of Corporations to be Merged Into Unit Distribution, Inc.

Unit Distribution of Bloomington, Inc.  
Unit Distribution of Colorado, Inc.  
Unit Distribution of Florida, Inc.  
Unit Distribution of Georgia, Inc.  
Unit Distribution of Harrisburg, Inc.  
Unit Distribution of Illinois, Inc.  
Unit Distribution of Louisiana, Inc.  
Unit Distribution of Massachusetts, Inc.  
Unit Distribution of Memphis, Inc.  
Unit Distribution of Missouri, Inc.  
Unit Distribution of Orlando, Inc.  
Unit Distribution of Washington, Inc.  
Unit Hospital Support Center of NY, Inc.

453950

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNIT DISTRIBUTION OF TEXAS, INC., a Texas corporation not qualified in the  
State of Florida,

INTO

**UNIT DISTRIBUTION, INC., a Florida corporation, 453950.**

File date: December 18, 1996 , effective December 30, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00



453950

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-22-917  
800-342-8086



File Second

ACCOUNT NO. : 072100000032  
REFERENCE : 192184 4353950  
AUTHORIZATION : Patricia Puyat  
COST LIMIT : \$ 70.00

ORDER DATE : December 17, 1996  
ORDER TIME : 10:03 AM  
ORDER NO. : 192184-030  
CUSTOMER NO: 4353950

CUSTOMER: Ms. Jan Dongarra  
Gatx Corporation  
500 West Monroe St.

Chicago, IL 606613676

EFFECTIVE DATE  
12-30-96

900002032619--6

ARTICLES OF MERGER

UNIT DISTRIBUTION OF TEXAS,  
INC.

INTO

UNIT DISTRIBUTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: \_\_\_\_\_

Therap  
12/18/96  
DC

RECEIVED  
96 DEC 18 AM 11:27  
DIVISION OF CORPORATION  
FILED  
96 DEC 18 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
UNIT DISTRIBUTION OF TEXAS, INC.  
AND  
UNIT DISTRIBUTION, INC.

FILED  
96 DEC 18 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-30-96

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Unit Distribution of Texas, Inc., a corporation organized under the State of Texas, and Unit Distribution, Inc., a corporation organized under the State of Florida, do hereby submit the following Articles of Merger.

1. The following is the Plan of Merger for merging Unit Distribution of Texas, Inc. with and into Unit Distribution, Inc.
2. The merger of Unit Distribution of Texas, Inc. with and into Unit Distribution, Inc. is permitted by the laws of the jurisdiction of organization of Unit Distribution of Texas, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Unit Distribution of Texas, Inc. was December 4, 1996.
3. The shareholders of Unit Distribution, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 4, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective date of the merger herein provided for in the State of Florida shall be on December 30, 1996.

Executed on December 4, 1996

Unit Distribution, Inc.

By:

Name:

Title:

  
Daniel D. Moore  
Vice President

  
Janet Dongarra  
Assistant Secretary

Unit Distribution of Texas, Inc.

By:

Name:

Capacity:

  
Joseph A. Nicosia  
President

  
Janet Dongarra  
Assistant Secretary

PLAN OF MERGER adopted for Unit Distribution of Texas, Inc., a business corporation organized under the laws of the State of Texas, by resolution of its Board of Directors on December 4, 1996, and adopted for Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 4, 1996. The names of the corporations planning to merge are Unit Distribution of Texas, Inc., a business corporation organized under the laws of the State of Texas, and Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Unit Distribution of Texas, Inc. plans to merge is Unit Distribution, Inc.

1. Unit Distribution of Texas, Inc. and Unit Distribution, Inc., shall, pursuant to the provisions of the laws of the State of Texas and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Unit Distribution, Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Unit Distribution of Texas, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective date of the merger shall, at the effective date of merger be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

453950

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNIT DISTRIBUTION OF UTAH, INC., a Utah corporation not qualified in  
Florida,

INTO

UNIT DISTRIBUTION, INC., a Florida corporation, 453950.

File date: December 18, 1996 , effective December 30, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET

TALLAHASSEE, FL 32307

904-22-9171

804-22-0193 FAX

800-342-8086

453950 File First



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 192184 4353950

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyjunt*

ORDER DATE : December 17, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 192184-025

500002032615--8

CUSTOMER NO: 4353950

CUSTOMER: Ms. Jan Dongarra  
Gatx Corporation  
500 West Monroe St.

**EFFECTIVE DATE**  
12-30-96

Chicago, IL 606613676

ARTICLES OF MERGER

UNIT DISTRIBUTION OF UTAH, INC

INTO

UNIT DISTRIBUTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

*Morgan*  
*12/18/96*  
*Dr*

DISPATCHED BY TELETYPE

96 DEC 18 12:11:27

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC 18 PM 4:16

**FILED**



ARTICLES OF MERGER  
OF  
UNIT DISTRIBUTION OF UTAH, INC.  
AND  
UNIT DISTRIBUTION, INC.

To the Secretary of State  
State of Florida

EFFECTIVE DATE  
12-30-96

FILED  
96 DEC 18 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The following is the Plan of Merger for merging Unit Distribution of Utah, Inc. with and into Unit Distribution, Inc.
2. The merger of Unit Distribution of Utah, Inc. with and into Unit Distribution, Inc. is permitted by the laws of the jurisdiction of organization of Unit Distribution of Utah, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Unit Distribution of Utah, Inc. was December 4, 1996.
3. The shareholders of Unit Distribution, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 4, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The effective date of the merger herein provided for in the State of Florida shall be on December 30, 1996.

Executed on December 4, 1996

Unit Distribution, Inc.

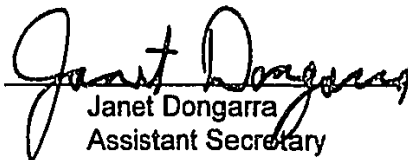
By:

Name:

Title:



Daniel D. Moore  
Vice President



Janet Dongarra  
Assistant Secretary

Unit Distribution of Utah, Inc.

By:

Name:

Capacity:



Joseph A. Nicosia  
President



Janet Dongarra  
Assistant Secretary



PLAN OF MERGER adopted for Unit Distribution of Utah, Inc., a business corporation organized under the laws of the State of Utah, by resolution of its Board of Directors on December 4, 1996, and adopted for Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 4, 1996. The names of the corporations planning to merge are Unit Distribution of Utah, Inc., a business corporation organized under the laws of the State of Utah, and Unit Distribution, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Unit Distribution of Utah, Inc. plans to merge is Unit Distribution, Inc.

1. Unit Distribution of Utah, Inc. and Unit Distribution, Inc., shall, pursuant to the provisions of the laws of the State of Utah and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Unit Distribution, Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Unit Distribution of Utah, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective date of the merger shall, at the effective date of merger be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Utah and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.