

Document Number Only

576233

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002654769--6  
-10/02/98-01091--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
98 OCT -2 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PMR Acquisition Corporation

merging into:

Brake Service and Equipment Co. of Florida, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign               |   |   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of R.A.     |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out              |   |   |

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OCT 02 1998

Thanks,  
Jeff

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DIVISION OF CORPORATION

10-5-98  
CC

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PMR ACQUISITION CORPORATION, a Delaware corporation, not qualified in  
Florida.

INTO

**BRAKE SERVICE AND EQUIPMENT CO. OF FLORIDA, INC.**, a Florida  
corporation, 576233.

File date: October 2, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
PMR ACQUISITION CORPORATION, a Delaware corporation  
INTO  
BRAKE SERVICE AND EQUIPMENT CO. OF FLORIDA, INC.,  
a Florida corporation**

Pursuant to Sections 607.1101 and 607.1105 of the Florida 1989 Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** Brake Service and Equipment Co. of Florida, Inc. ("BSE-Florida" or the "Surviving Corporation") is a corporation organized under the laws of the State of Florida. PMR Acquisition Corporation ("PMR" or the "Merged Corporation") is a corporation organized under the laws of the State of Delaware.

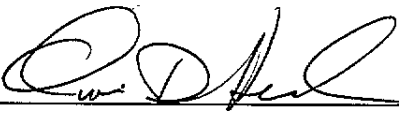
**SECOND:** The Plan of Merger, attached as Annex A, was unanimously adopted by all of the Shareholders of the Surviving Corporation on October 2, 1998. The Plan of Merger, attached as Annex A, was adopted by the Sole Shareholder of PMR on October 2, 1998.

**THIRD:** The effective date of the merger is the date of filing the Articles of Merger.

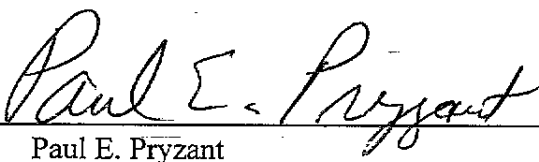
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TALLAHASSEE, FLORIDA

Signed this 2nd day of October, 1998.

**AND**  
**BRAKE SERVICE EQUIPMENT CO. OF FLORIDA, INC.**  
(Surviving Corporation)

By:   
Owen D. Henderson, III  
President

**PMR ACQUISITION CORPORATION**  
(Merged Corporation)

By:   
Paul E. Pryzant  
~~Vice~~ President

## ANNEX A

### SUMMARY OF AGREEMENT AND PLAN OF MERGER

In accordance with Section 607.1101 *et seq.* of the Florida 1989 Business Corporation Act, the following is a summary of the Agreement and Plan of Merger dated October 2, 1998, by and among Transportation Components, Inc. dba TransCom USA, a Delaware corporation, PMR Acquisition Corporation, and the holders of the outstanding capital stock of Brake Service and Equipment Co. of Florida, Inc.:

**Surviving Corporation:** Brake Service and Equipment Co. of Florida, Inc., a Florida corporation ("BSE-Florida" or the "Surviving Corporation")

**Merged Corporation:** PMR Acquisition Corporation, a Delaware corporation ("PMR" or the "Merged Corporation")

#### **Terms and conditions of the merger:**

The Articles of Incorporation of the Surviving Corporation shall remain the Articles of Incorporation of the Surviving Corporation until changed as provided by law. The By-laws of the Merged Corporation shall become and remain the By-laws of the Surviving Corporation until they shall thereafter be duly amended.

#### **The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or into money or other property in whole or part:**

The manner of and consideration for converting the shares of (i) outstanding capital stock of BSE - Florida ("BSE - Florida Stock") and (ii) capital stock of PMR ("PMR Stock"), issued and outstanding immediately prior to the Effective Time of the Merger (the "Effective Time"), respectively, into shares of (a) common stock of Transportation Components, Inc. dba TransCom USA, the parent of PMR, and (b) common stock of the Surviving Corporation, respectively, shall be as follows: As of the Effective Time:

- (i) each share of BSE - Florida Stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be converted into the right to receive its pro rata interest in the aggregate consideration payable to all holders of BSE - Florida Stock, which consideration shall consist of a number of shares of TransCom common stock and cash; and

(ii) all shares of BSE - Florida Stock, if any, that are held by BSE - Florida as treasury stock shall be canceled and retired and no shares of TransCom Stock or other consideration shall be delivered or paid in exchange therefor; and

(iii) each share of PMR Stock issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of TransCom, automatically be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation which shall constitute all of the issued and outstanding shares of common stock of the Surviving Corporation immediately after the Effective Time.