

CT CORPORATION SYSTEM

851368

CORPORATION(S) NAME

ABC Coach, Inc. and International Coach Parts, Inc. Merging into: ABC Bus, Inc.

0

Merge

RECEIVED

FILED
01 DEC 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

Name _____ 12/19/01
 Availability 2/19/01
 Document _____
 Examiner DR
 Updater DR
 Verifier _____
 W.P. Verifier _____

Order#: 4998766
 400004732664--6
 -12/19/01--01020--029
 ****105.00 ****105.00

Ref#: _____

Amount: \$ _____

DIVISION OF CORPORATION

RECEIVED
01 DEC 19 AM 11:33

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

ABC COACH, INC., a Florida corporation P24449

INTERNATIONAL COACH PARTS, INC., a Florida corporation P94000023393

into

ABC BUS, INC., a Missouri entity 851368

File date: December 19, 2001 , effective January 1, 2002

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
2/1/02

FILED
01 DEC 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ABC COACH, INC.
AND
INTERNATIONAL COACH
PARTS, INC.
INTO
ABC BUS, INC.

These Articles of Merger relate to the merger (the "Merger") of ABC Coach, Inc., a Minnesota corporation and International Coach Parts, Inc., a Florida Corporation (together, the "Targets"), with and into ABC Bus, Inc., a Missouri corporation (the "Company").

(A) The Agreement and Plan of Merger, dated as of December 11, 2001 (the "Plan of Merger"), in fully executed form, is attached hereto as Exhibit A. As provided in the Plan of Merger, Company shall continue as the surviving corporation under the corporate name it possesses immediately prior to the effective time of the Merger.

(B) The Merger is permitted by the laws of the State of Missouri, the jurisdiction under which the Company is organized, by the laws of the State of Minnesota, the jurisdiction under which ABC Coach, Inc. is organized and by the laws of the State of Florida, the jurisdiction under which International Coach Parts, Inc. is organized.

(C) The number of outstanding shares of each class and series of the Targets and the Company and the number of shares voting for and against the Plan of Merger are as follows:

<u>Corporation</u>	<u>Class/Series</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Voting for Plan</u>
ABC Bus, Inc.	Common	250	250
ABC Coach, Inc.	Common	2,000	2,000
International Coach Parts, Inc.	Common	1,000	1,000

(D) The Plan of Merger was adopted and approved by the Company in accordance with the General and Business Corporation Law of Missouri on December 11, 2001.

(E) The Plan of Merger was adopted and approved by ABC Coach, Inc. pursuant to the Minnesota Business Corporation Act on December 11, 2001.

(F) The Plan of Merger was adopted and approved by International Coach Parts, Inc. pursuant to the Florida Business Corporation Act on December 11, 2001.

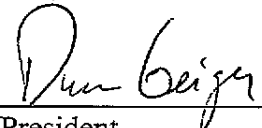
(G) The Merger shall be effective on January 1, 2002.

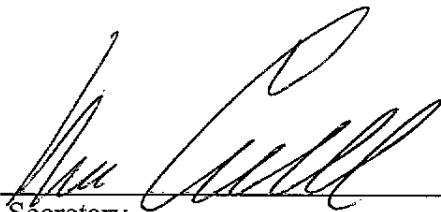
(H) The Company, pursuant to Section 302A.651, Subd. 4, of the Minnesota Business Corporation Act, hereby (a) agrees that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent corporation and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against the Company; (b) irrevocably appoints the Secretary of State of the State of Minnesota as its agent for the service of process in any proceeding, and directs that process may be forwarded to the Company at 1506 30th Street NW, Faribault, Minnesota 55021 and (c) agrees that it will promptly pay to the dissenting shareholders of ABC Coach, Inc. the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Business Corporation Act.

(I) The Company acknowledges that, pursuant to Section 607.1107(2) of the Florida Business Corporation Act, it is deemed to (a) appoint the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of International Coach Parts, Inc. and (b) agree that it will promptly pay to the dissenting shareholders of International Coach Parts, Inc., the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

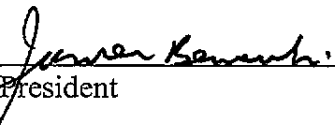
DATED: December 11, 2001

ABC BUS, INC.

By 
Its President

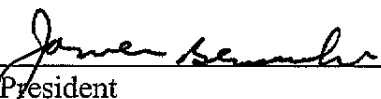
Attest: 
Secretary

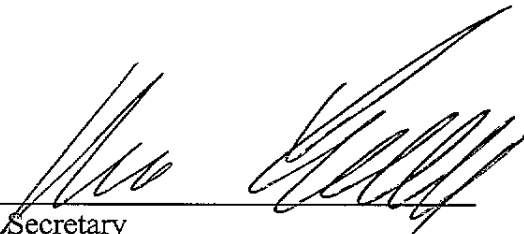
ABC COACH, INC.

By 
Its President

Attest: 
Secretary

INTERNATIONAL COACH PARTS, INC.

By 
Its President

Attest: 
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 11, 2001 by and among ABC Bus, Inc., a Missouri corporation ("Company"), and ABC Coach, Inc., a Minnesota corporation and International Coach Parts, Inc., a Florida corporation (together the "Targets"), said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective Boards of Directors of each of the Constituent Corporations have adopted resolutions approving this Agreement and Plan of Merger (the "Plan") and deem it advisable and in the best interests of each of such corporations and their respective shareholders that the merger of Targets with and into Company upon the terms set forth in this Plan (the "Merger") be effectuated;

WHEREAS, the Merger has also been approved by the shareholders of each of the Constituent Corporations;

NOW THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of stating the terms and conditions of the Merger and the mode of carrying the same into effect and such other details and provisions as are deemed desirable, the parties hereto hereby agree as follows:

1. The Targets shall be merged with and into the Company in accordance with the provisions of the General and Business Corporation Law of Missouri, the Minnesota Business Corporation Act and the Florida Business Corporation Act. The Company shall be and is herein sometimes referred to as the "Surviving Corporation."

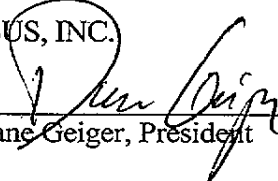
2. At the effective time of the Merger, all of the outstanding shares of common stock of the Targets shall be cancelled, and no securities of the Company or any other corporation, or any money or other property, shall be issued to the shareholders of the Targets in exchange therefor.

3. At the effective time of the Merger, the Articles of Incorporation and By-Laws of Company then in effect shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation until further amended in accordance with applicable law; and the directors and officers of Company shall continue to serve as directors and officers of the Surviving Corporation until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

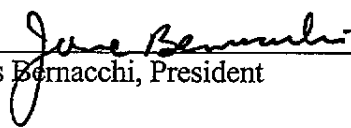
4. The Merger shall be effective on January 1, 2001.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan of Merger to be signed in its corporate name by its President, all as of the date first above written.

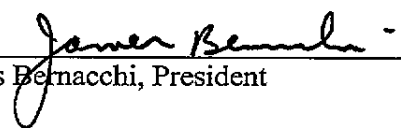
ABC BUS, INC.

By 
Duane Geiger, President

ABC COACH, INC.

By 
James Bernacchi, President

INTERNATIONAL COACH PARTS, INC.

By 
James Bernacchi, President

M1:824211.02