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CRAIG R. RICHEY
BRIAN JOHNSTON*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 FEB -2 PM 3:03

PAUL L. WILBERT
1914-2000

JOHN B. TOWNER
RETIRED

ALL ADMITTED IN KANSAS
*ALSO ADMITTED IN MISSOURI

January 30, 2001

Florida Department of State
Corporation Division
P. O. Box 6327
Tallahassee, Florida 32314

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***175.00 ***175.00

Re: Transerve, Inc.
Watco Switching, Inc.
Quantum Rail Services, Inc.
Fastrac Railroad Services, Inc.
Merging into Watco Companies, Inc.

Dear Ms. Harris:

Please find enclosed two executed original copies of the Certificate of Ownership and Merger merging Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc. into and with Watco Companies, Inc.

Transerve, Inc., Fastrac Railroad Services, Inc. and Watco Companies, Inc. are Kansas corporations. Watco Switching, Inc. is a Washington corporation. Quantum Rail Services, Inc. is a Florida corporation.

Also enclosed is my client's check in the amount of \$175.00 to cover the filing fees associated with this matter. We appreciate your help and assistance with this matter. If you have any questions, please do not hesitate to call.

Very respectfully yours,


Craig R. Richey

CRR/ob
Enc.

*Craig R. Richey gave authorization
to re-title Document. 2/6
-8*

Morgan

V. SHEPARD FEB 6 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUANTUM RAIL SERVICES, INC., a Florida corporation, P94000003451

TRANSERVE, INC., a Kansas corporation not qualified in Florida

WATCO SWITCHING, INC., a Washington corporation not qualified in Florida

FASTRAC RAILROAD SERVICES, INC., a Kansas corporation not qualified in
Florida

into

WATCO COMPANIES, INC., a Kansas entity F01000000304

File date: February 2, 2001

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -2 PM 3:03

STATE OF FLORIDA
STATE OF WASHINGTON
STATE OF KANSAS

ARTICLES AND PLAN OF MERGER

Merging
TRANSERVE, INC.
WATCO SWITCHING, INC.
QUANTUM RAIL SERVICES, INC.
FASTRAC RAILROAD SERVICES, INC.

INTO

WATCO COMPANIES, INC.

(Pursuant to Sec. 17-6703 of the Kansas Statutes Annotated)

(Pursuant to Sec. 23B.11.040 of the Revised Code of
Washington)

(Pursuant to Sec. 607.1104 of the Florida Statutes)

Watco Companies, Inc. is a corporation organized and existing
under the laws of the State of Kansas.

Watco Companies, Inc. does hereby certify that: —

WHEREAS, Watco Companies, Inc., is duly incorporated pursuant
to the General Corporation Code of Kansas; and

WHEREAS, Watco Companies, Inc., owns all of the outstanding
shares of stock of the following corporations: Transerve, Inc.
Watco Switching, Inc., Quantum Rail Services, Inc., and Fastrac
Railroad Services, Inc; and

WHEREAS, Transerve, Inc., is a Kansas corporation in good
standing; and

WHEREAS, Watco Switching, Inc., is a Washington corporation in
good standing; and

WHEREAS, Quantum Rail Services, Inc., is a Florida corporation in good standing; and

WHEREAS, Fastrac Railroad Services, Inc., is a Kansas corporation in good standing; and

WHEREAS, it is desirable for the benefit of each corporation and the shareholders of Watco Companies, Inc. that the properties, businesses, assets and liabilities of each corporation be combined into one surviving corporation which shall be Watco Companies, Inc.; and

WHEREAS, the above named corporations, by Resolutions of their Board of Directors duly adopted by unanimous written consent dated as of the 1st day of December 2000, determined to merge into Watco Companies, Inc., said Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc., and Fastrac Railroad Services, Inc., a copy of which Resolutions are hereto attached as Exhibits A, B, C, D and E,

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Kansas, the State of Florida and the State of Washington, hereby agree and certify to the following:

1. *Merger.* Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc., and Fastrac Railroad Services, Inc. is hereby merged with and into Watco Companies, Inc., and Watco Companies, Inc. does hereby merge into itself Transerve, Inc., Watco

Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc.

2. *Effective Date of Merger.* The effective date of this Merger shall be 12:01 a.m., January 1, 2001.

3. *Surviving Corporation.* On or after the effective date of this contemplated merger:

(a) Watco Companies, Inc. shall be the surviving corporation, and shall continue to exist as a domestic corporation under the laws of the State of Kansas, with all of the rights and obligations of such surviving domestic corporation as are provided by the Kansas Corporation Code.

(b) Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc., as subsidiary and constituent corporations, pursuant to the laws of the States of Kansas, Florida and Washington, shall cease to exist and their property and liabilities shall become the property and liabilities of Watco Companies, Inc.

4. *Articles of Incorporation; Bylaws.* The articles of Incorporation, as amended, and Bylaws of Watco Companies, Inc. shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.

5. *Directors.* The Directors of Watco Companies, Inc. shall be the Directors of the surviving corporation until their successors are duly elected and qualified under the bylaws of the surviving corporation.

6. *Shares of Survivor.* Each common share of stock of Watco Companies, Inc., outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation, without the issuance or exchange of new shares or share certificates.

7. *Cancellation of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc. shares.* All authorized and outstanding common shares of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc., such shares being owned in their entirety by Watco Companies, Inc., and all rights in respect thereof, shall be canceled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

8. *Shareholder Approval.* No shareholder approval of this Merger is required under the laws of the State of Kansas, State of Florida or State of Washington in that Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc. are wholly owned subsidiaries of Watco Companies, Inc.

9. *Waiver of Notice.* Watco Companies, Inc. as sole shareholder of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc. waives any and all mailings and notice requirements, if any, owed to it as a shareholder of the above, that might arise by reason of this Merger, or any actions or documents related thereto; irrespective

of the above, a copy of this plan will be mailed on this date to Watco Companies, Inc., sole shareholder of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc.

Watco Companies, Inc. agrees that it may be served with process in Florida and Washington in any proceeding for enforcement of any obligation of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc., as well as for enforcement of any obligation of the said companies arising from the merger, including any suit or proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation law and Section 23B.11.010 et seq. of the Washington General Corporation law, and it hereby irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or proceedings in the State of Florida and the Secretary of State of the State of Washington, its agent to accept service of process in any such suit proceeding in the State of Washington which service of process shall be mailed to Watco Companies, Inc., c/o Richard B. Webb, 315 West Third Street, Pittsburg, Kansas 66762.

IN WITNESS WHEREOF, Watco Companies, Inc. has caused this certificate to be signed by its President and attested to by its Secretary, the 1st day of December 2000.

Attest:

Susan K. Lundy
Susan K. Lundy, Secretary

Watco Companies, Inc.

Richard B. Webb
Richard B. Webb, President

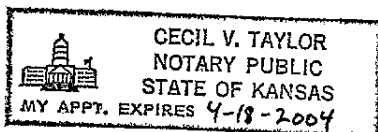
STATE OF KANSAS)
) SS:
CRAWFORD COUNTY)

BE IT REMEMBERED, that on this 1st day of December 2000, before me, the undersigned, a notary public in and for the county and state aforesaid, came Richard B. Webb, President of Watco Companies, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Kansas, and Susan K. Lundy, Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, and such officers, on behalf of said corporation and such persons duly acknowledge the execution of the same to me to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

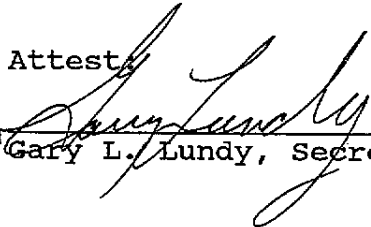
Cecil V. Taylor
Notary Public

My term expires 4-18-2004

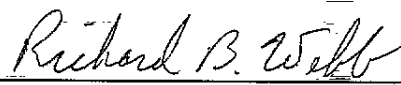


IN WITNESS WHEREOF, Transerve, Inc. has caused this certificate to be signed by its President and attested to by its Secretary, the 1st day of December 2000.

Attest


Gary L. Lundy, Secretary

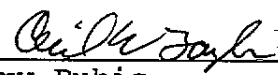
Transerve, Inc.


Richard B. Webb, President

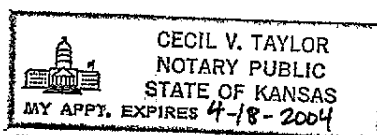
STATE OF KANSAS)
) SS:
CRAWFORD COUNTY)

BE IT REMEMBERED, that on this 1st day of December 2000, before me, the undersigned, a notary public in and for the county and state aforesaid, came Richard B. Webb, President of Transerve, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Kansas, and Gary L. Lundy, Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, and such officers, on behalf of said corporation and such persons duly acknowledge the execution of the same to me to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

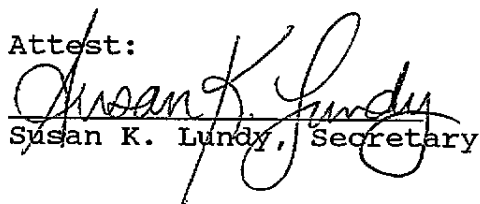

Notary Public

My term expires 4-18-2004

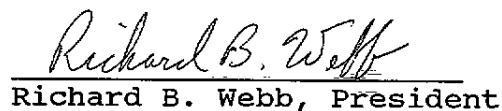


IN WITNESS WHEREOF, Watco Switching, Inc. has caused this certificate to be signed by its President and attested to by its Secretary, the 1st day of December 2000.

Attest:


Susan K. Lundy, Secretary

Watco Switching, Inc.


Richard B. Webb, President

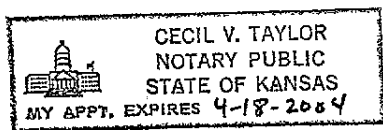
STATE OF KANSAS)
) SS:
CRAWFORD COUNTY)

BE IT REMEMBERED, that on this 1st day of December 2000, before me, the undersigned, a notary public in and for the county and state aforesaid, came Richard B. Webb, President of Watco Switching, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Washington, and Susan K. Lundy, Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, and such officers, on behalf of said corporation and such persons duly acknowledge the execution of the same to me to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.


Notary Public

My term expires 4-18-2004



IN WITNESS WHEREOF, Quantum Rail Services, Inc. has caused this certificate to be signed by its Chairman and attested to by its Secretary, the 1st day of December 2000.

Attest:

Glenda J. Sigley
Glenda J. Sigley, Secretary

Quantum Rail Services, Inc.

Richard B. Webb
Richard B. Webb, Chairman

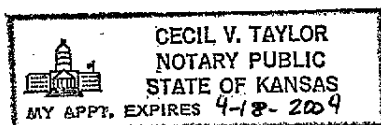
STATE OF KANSAS)
) SS:
CRAWFORD COUNTY)

BE IT REMEMBERED, that on this 1st day of December 2000, before me, the undersigned, a notary public in and for the county and state aforesaid, came Richard B. Webb, Chairman of Quantum Rail Services, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Florida, and Glenda J. Sigley, Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, and such officers, on behalf of said corporation and such persons duly acknowledge the execution of the same to me to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Cecil V. Taylor
Notary Public

My term expires 4-18-2004



IN WITNESS WHEREOF, Fastrac Railroad Services, Inc. has caused this certificate to be signed by its President and attested to by its Secretary, the 1st day of December 2000.

Attest:

Richard B. Webb
Richard B. Webb, Secretary

Fastrac Railroad Services, Inc.

Gary L. Lundy
Gary L. Lundy, President

STATE OF KANSAS)
) SS:
CRAWFORD COUNTY)

BE IT REMEMBERED, that on this 1st day of December 2000, before me, the undersigned, a notary public in and for the county and state aforesaid, came Gary L. Lundy, President of Fastrac Railroad Services, Inc., a corporation duly organized, incorporated and existing under and by virtue of the laws of the State of Kansas, and Richard B. Webb, Secretary of said corporation, who are personally known to me to be such officers, and who are personally known to me to be the same persons who executed, and such officers, on behalf of said corporation and such persons duly acknowledge the execution of the same to me to be the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Cecil V. Taylor
Notary Public

My term expires 4-18-2004

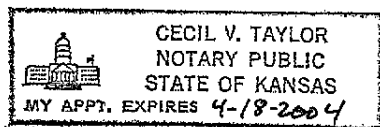


EXHIBIT A

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF WATCO COMPANIES, INC.

Pursuant to the authority granted in Section 17-6703 of the Kansas General Corporation Law, Section 23B.11.040 of the Washington General Corporation Law, and Section 607.1104 of the Florida General Corporation Law, the undersigned, being all of the Directors of Watco Companies, Inc. (the "Company"), a Kansas corporation, hereby take the following action without a meeting, by consent or consents in writing to be filed with the Secretary of the Company pursuant to K.S.A. Sec. 17-6301(f).

APPROVAL OF MERGER:

WHEREAS, the Board of Directors of the Company has determined that it is in the best interest of the Company and its shareholders to merge Transerve, Inc., a Kansas corporation, Watco Switching, Inc., a Washington corporation, Quantum Rail Services, Inc., a Florida corporation, and Fastrac Railroad Services, Inc., a Kansas corporation, with and into the Company.

NOW, THEREFORE, BE IT RESOLVED that the Company merge into itself and assume all of the properties, businesses, assets, and liabilities of Transerve, Inc., Watco Switching, Inc., Quantum Rail Services, Inc. and Fastrac Railroad Services, Inc.; and

BE IT FURTHER RESOLVED, that the President of the Company be and the same hereby is directed to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and

to file the same with the Office of the Secretary of State of the State of Washington, with the Office of the Secretary of State of the State of Kansas, with the Office of the Secretary of State of the State of Florida, a certified copy thereof in the Office of the Register of Deeds, if necessary, of the appropriate counties in Kansas, Washington and Florida and anywhere else as may be necessary to effectuate the Merger; and

BE IT FURTHER RESOLVED, that the President of the Company be and he hereby is authorized and directed to do all acts and things whatsoever, whether within or without the State of Washington, the State of Kansas, or the State of Florida which he deems necessary or appropriate to effect the said merger the necessity or propriety of which shall be presumed conclusively by said Officer's performance thereof, to effectuate this merger and provide any notices to the Shareholders of the Company, if required.

THE UNDERSIGNED hereby consent to the foregoing actions to be effective as of the actions of the Board of Directors of the Company, hereby waiving any and all notice requirements in connection therewith.

Dated this 1st day of December 2000.


Richard B. Webb, Director

EXHIBIT B

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF TRANSERVE, INC FOR MERGER

Pursuant to the authority granted in Section 17-6703 of the Kansas General Corporation Law, Section 23B.11.040 of the Washington General Corporation Law, and Section 607.1104 of the Florida General Corporation Law, the undersigned, being all of the Directors of Transerve, Inc. (the "Company"), a Kansas corporation, hereby take the following action without a meeting, by consent or consents in writing to be filed with the Secretary of the Company pursuant to K.S.A. Sec. 17-6301(f).

APPROVAL OF MERGER:

WHEREAS, the Board of Directors of the company has determined that it is in the best interests of the Company and its shareholders to merge Transerve, Inc., a Kansas corporation, with and into Watco Companies, Inc;

NOW, THEREFORE, BE IT RESOLVED that the Company agrees that it shall be merged with and into Watco Companies, Inc., a Kansas corporation; and


BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc., be, and the same hereby is, requested to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and to file the same with the Office of the Secretary of State of the States of Kansas, Florida and Washington, if needed, and a certified copy thereof in the Office of the Register of Deeds

of the appropriate counties, if needed, in Kansas, Florida and Washington; and anywhere else as may be needed to effectuate the Merger; and

BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc. and the President of Transerve, Inc. be and they are hereby authorized and requested to do all acts and things whatsoever, whether within or without the State of Florida, the State of Kansas or the State of Washington, which they deem necessary or appropriate to effect the said merger, the necessity or propriety of which shall be presumed conclusively by said Officer's performance thereof, specifically including notice to shareholders, if required.

THE UNDERSIGNED hereby consent to the foregoing actions, to be effective as of the action of the Board of Directors of the Company, hereby waiving any and all notice requirements in connection therewith.

Dated this 1st day of December 2000.


Richard B. Webb, Director

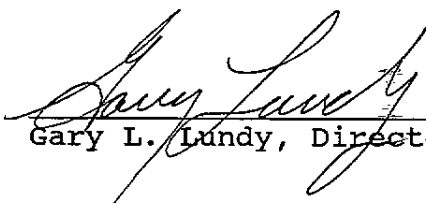

Gary L. Lundy, Director

EXHIBIT C

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF WATCO SWITCHING, INC. FOR MERGER

Pursuant to the authority granted in Section 17-6703 of the Kansas General Corporation Law, Section 23B.11.040 of the Washington General Corporation Law, and Section 607.1104 of the Florida General Corporation Law, the undersigned, being all of the Directors of Watco Switching, Inc. (the "Company"), a Washington corporation, hereby take the following action without a meeting, by consent or consents in writing to be filed with the Secretary of the Company pursuant to 23B.08.210 of the Revised Code of Washington.

APPROVAL OF MERGER:

WHEREAS, the Board of Directors of the company has determined that it is in the best interests of the Company and its shareholders to merge Watco Switching, Inc., a Washington corporation, with and into Watco Companies, Inc;

NOW, THEREFORE, BE IT RESOLVED that the Company agrees that it shall be merged with and into Watco Companies, Inc., a Kansas corporation; and

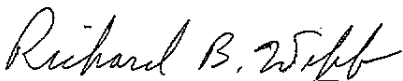
BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc., be, and the same hereby is, requested to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and to file the same with the Office of the Secretary of State of the States of Kansas, Florida and Washington, if needed, and a certified copy thereof in the Office of the Register of Deeds

of the appropriate counties, if needed, in Kansas, Florida and Washington; and anywhere else as may be needed to effectuate the Merger; and

BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc. and the President of Watco Switching, Inc. be and they are hereby authorized and requested to do all acts and things whatsoever, whether within or without the State of Florida, the State of Kansas or the State of Washington, which they deem necessary or appropriate to effect the said merger, the necessity or propriety of which shall be presumed conclusively by said Officer's performance thereof, specifically including notice to shareholders, if required.

THE UNDERSIGNED hereby consent to the foregoing actions, to be effective as of the action of the Board of Directors of the Company, hereby waiving any and all notice requirements in connection therewith.

Dated this 1st day of December 2000.



Richard B. Webb, Director

EXHIBIT D

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF QUANTUM RAIL SERVICES, INC. FOR MERGER

Pursuant to the authority granted in Section 17-6703 of the Kansas General Corporation Law, Section 23B.11.040 of the Washington General Corporation Law, and Section 607.1104 of the Florida General Corporation Law, the undersigned, being all of the Shareholders of Quantum Rail Services, Inc. (the "Company"), a Florida corporation, hereby take the following action without a meeting, by consent or consents in writing to be filed with the Secretary of the Company pursuant to Sec. 607.0821 of the Florida General Corporate Law.

APPROVAL OF MERGER:

WHEREAS, the Board of Directors of the company acting through its shareholders has determined that it is in the best interests of the Company and its shareholders to merge Quantum Rail Services, Inc., a Florida corporation, with and into Watco Companies, Inc;

NOW, THEREFORE, BE IT RESOLVED that the Company agrees that it shall be merged with and into Watco Companies, Inc., a Kansas corporation; and

BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc., be, and the same hereby is, requested to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and to file the same with the Office of the Secretary of State of the States of Kansas, Florida and Washington, if needed,

and a certified copy thereof in the Office of the Register of Deeds of the appropriate counties, if needed, in Kansas, Florida and Washington; and anywhere else as may be needed to effectuate the Merger; and

BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc. and the President or Chairman of Quantum Rail Services, Inc. be and they are hereby authorized and requested to do all acts and things whatsoever, whether within or without the State of Florida, the State of Kansas or the State of Washington, which they deem necessary or appropriate to effect the said merger, the necessity or propriety of which shall be presumed conclusively by said Officer's performance thereof, specifically including notice to shareholders, if required.

THE UNDERSIGNED hereby consent to the foregoing actions, to be effective as of the action of the Board of Directors of the Company, hereby waiving any and all notice requirements in connection therewith.

Dated this 1st day of December 2000.

Watco Companies, Inc., sole
Shareholder

By: Richard B. Webb
Richard B. Webb, President

EXHIBIT E

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF FASTRAC RAILROAD SERVICES, INC. FOR MERGER

Pursuant to the authority granted in Section 17-6703 of the Kansas General Corporation Law, Section 23B.11.040 of the Washington General Corporation Law, and Section 607.1104 of the Florida General Corporation Law, the undersigned, being all of the Shareholders of Fastrac Railroad Services, Inc. (the "Company"), a Kansas corporation, hereby take the following action without a meeting, by consent or consents in writing to be filed with the Secretary of the Company pursuant to K.S.A. Sec. 17-6301(f).

APPROVAL OF MERGER: —

WHEREAS, the Board of Directors of the company has determined that it is in the best interests of the Company and its shareholders to merge Fastrac Railroad Services Inc., a Kansas corporation, with and into Watco Companies, Inc; —

NOW, THEREFORE, BE IT RESOLVED that the Company agrees that it shall be merged with and into Watco Companies, Inc., a Kansas corporation; and


BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc., be, and the same hereby is, requested to make and execute a Certificate of Ownership and Merger setting forth a copy of this Resolution and to file the same with the Office of the Secretary of State of the States of Kansas, Florida and Washington, if needed, and a certified copy thereof in the Office of the Register of Deeds

of the appropriate counties, if needed, in Kansas, Florida and Washington; and anywhere else as may be needed to effectuate the Merger; and

BE IT FURTHER RESOLVED, that the President of Watco Companies, Inc. and the President of Fastrac Railroad Services, Inc. be and they are hereby authorized and requested to do all acts and things whatsoever, whether within or without the State of Florida, the State of Kansas or the State of Washington, which they deem necessary or appropriate to effect the said merger, the necessity or propriety of which shall be presumed conclusively by said Officer's performance thereof, specifically including notice to shareholders, if required.

THE UNDERSIGNED hereby consent to the foregoing actions, to be effective as of the action of the Board of Directors of the Company, hereby waiving any and all notice requirements in connection therewith.

Dated this 1st day of December 2000.



Richard B. Webb, Director