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F26399

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CORPORATION(S) NAME

Rail Switching Services, Inc.
merging into:
Rail Service, Inc.

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Attention: Darlene

ARTICLES OF MERGER
Merger Sheet

MERGING:

RAIL SWITCHING SERVICES, INC., A FLORIDA CORPORATION, F26399.

INTO

RAILSERVE, INC., a Delaware corporation not qualified in Florida.

File date: February 24, 1997, effective March 31, 1997

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER OF
RAIL SWITCHING SERVICES, INC.,
WITH AND INTO
RAILSERVE, INC.

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The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
Rail Switching Services, Inc.	Florida
Railserve, Inc.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.


THIRD: The foreign corporation complies with Section 607.1105 F.S. as set forth if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Section 607.1101 F.S.

FOURTH: The plan of merger is set forth as an attachment hereto and made a part hereof.

FIFTH: The effective date of the certificate of merger shall be the 31st day of March, 1997.


SIXTH: The plan of merger was adopted by the shareholders of Rail Switching Services, Inc. on the 19th day of February, 1997, and was adopted by the shareholders of Railserve, Inc. on 19th day of February, 1997.

RAILSERVE, INC.

By: 
Name: R. C. Gluth
Title: Vice President

RW

RAIL SWITCHING SERVICES, INC.

By: 
Name: R. C. Gluth
Title: Vice President

Plan Of Merger
TO
ARTICLES OF MERGER
OF
RAIL SWITCHING SERVICES, INC.
A FLORIDA CORPORATION,
WITH AND INTO
RAILSERVE, INC.,
A DELAWARE CORPORATION

The terms and conditions of that certain Agreement and Plan of Merger dated February 19th 1997, by and between Railserve, Inc., a Delaware corporation (hereinafter referred to as the "Surviving Corporation") and Rail Switching Services, Inc., a Florida corporation, said corporations hereinafter referred to collectively as the "Constituent Corporations", provide that at and after the effective time of the merger:

1. The Certificate of Incorporation of Railserve, Inc. in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation;

2. The bylaws of Railserve, Inc. in effect immediately prior to the merger shall be the bylaws of the Surviving Corporation;

3. The Officers and Directors of Railserve, Inc. immediately prior to the merger shall be the Officers and Directors of the Surviving Corporation;

4. The manner and basis of converting shares of the Constituent Corporations is as follows:

- a. Upon the effective date and time of the Merger, the shares of common stock, \$1.00 par value per share of Railserve, Inc. theretofore authorized, whether issued or unissued, shall remain unchanged and shall be deemed to be shares of common stock, \$1.00 par value per share, of the Surviving Corporation.
- b. Because Railserve, Inc. and Rail Switching Services, Inc., are wholly-owned by the same shareholder, there shall be no exchange or conversion of the shares of common stock of Rail Switching Services, Inc. for or into shares of common stock of the Surviving Corporation. Upon the effective date and time of the merger, all of the issued shares of common stock of Rail Switching Services, Inc. shall be deemed cancelled, and all outstanding certificates which prior thereto represented shares of common stock of Rail Switching Services, Inc. shall be surrendered to the Surviving Corporation.