

F43071



ACCOUNT NO. : 072100000032  
REFERENCE : 466737 4390774  
AUTHORIZATION : Patricia Pizito  
COST LIMIT : \$ 315.00

ORDER DATE : July 17, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 466737-015

CUSTOMER NO: 4390774

400002241694--1

CUSTOMER: Tracy Downs, Legal Asst  
Corporate Express Delivery  
Suite 250  
11 Greenway Plaza  
Houston, TX 77046

*Merger*

ARTICLES OF MERGER

SUNSTATE COURIER, INC. ET AL

INFO

U.S. DELIVERY SYSTEMS -  
SOUTHEAST, INC.

FILED  
97 JUL 18 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON:

Availability	7/18/97
Escrow	1004
Upr	
Upr	Deborah Schroder
Verifier	
Acknowledgement	<i>DDW</i>
W.P. Verifier	<i>DDW</i>

EXAMINER'S INITIALS:

RECEIVED  
97 JUL 18 PM 1:07

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SUNSTATE COURIER, INC., a Florida corporation, F43071	COURIER
DISPATCH GROUP, INC., a Delaware corporation, F95000005864	
UNITED TRANSNET, INC., a Delaware corporation, F95000005490	CDG
AVIATION, INC., a Delaware corp. not qualified in Florida	
CLASSIC AIR, INC., a Georgia corp. not qualified in Florida	COMMERCIAL
COURIER EXPRESS, INC., a North Carolina not qualified in Fla.	
H & H ASSOCIATES, INC., a Georgia corp. not qualified in Florida	UTN
CONTRACT SERVICES, CORP., a Delaware corp. not qualified in Florida	

INTO

**CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC.,** a  
Delaware corporation not qualified in Florida.

File date: July 18, 1997

Corporate Specialist: Thelma Lewis

FILED  
97 JUL 18 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
CORPORATE EXPRESS DELIVERY SYSTEMS – SOUTHEAST, INC.  
CDG AVIATION, INC.  
CLASSIC AIR, INC. —  
COMMERICAL COURIER EXPRESS, INC. —  
COURIER DISPATCH GROUP, INC. —  
H & H ASSOCIATES, INC.  
SUNSTATE COURIER, INC. —  
UNITED TRANSNET, INC. —  
AND  
UTN CONTRACT SERVICES CORP.

To the Department of State  
State of Florida

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Corporate Express Delivery Systems – Southeast, Inc. which is incorporated under the laws of the State of Delaware;
  - (ii) CDG Aviation, Inc. which is incorporated under the laws of the State of Delaware;
  - (iii) Classic Air, Inc. which is incorporated under the laws of the State of Georgia.
  - (iv) Commercial Courier Express, Inc. which is incorporated under the laws of the State of North Carolina.
  - (v) Courier Dispatch Group, Inc. which is incorporated under the laws of the State of Delaware.

- (vi) H & H Associates, Inc. which is incorporated under the laws of the State of Georgia.
- (vii) Sunstate Courier, Inc. which is incorporated under the laws of the State of Florida.
- (viii) United TransNet, Inc. which is incorporated under the laws of the State of Delaware.
- (ix) UTN Contract Services, Corp. which is incorporated under the laws of the State of Delaware.

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

2. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging CDG Aviation, Inc., Classic Air, Inc., Commercial Courier Express, Inc., Courier Dispatch Group, Inc., H & H Associates, Inc., Sunstate Courier, Inc., United TransNet, Inc., and UTN Contract Services Corp., with and into Corporate Express Delivery Systems – Southeast, Inc.

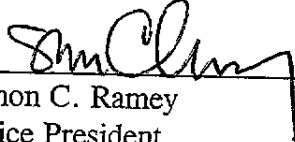
3. The respective shareholders of each constituent corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on May 15, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, with respect to the domestic constituent corporation, and in accordance with the provisions of the laws of the state of incorporation, with respect to the foreign constituent corporations.

4. The merger is permitted by the laws of the jurisdiction of organization of Corporate Express Delivery Systems – Southeast, Inc., and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement Plan of Merger by the shareholders of Corporate Express Delivery Systems – Southeast, Inc., was May 15, 1997.

5. The name of the surviving corporation in the merger herein certified is Corporate Express Delivery Systems – Southeast, Inc., which will continue its existence as surviving corporation upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization under its present name.

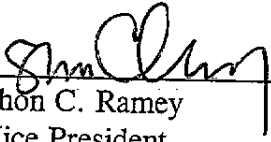
Dated: May 15, 1997

**CORPORATE EXPRESS DELIVERY  
SYSTEMS - SOUTHEAST, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

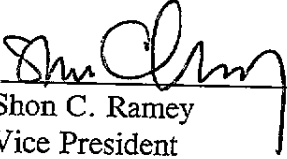
Dated: May 15, 1997

**CDG AVIATION, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

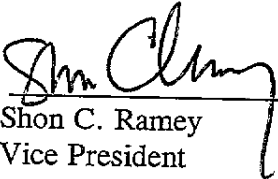
Dated: May 15, 1997

**CLASSIC AIR, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

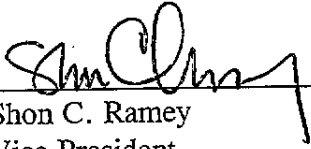
Dated: May 15, 1997

**COMMERICAL COURIER EXPRESS, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

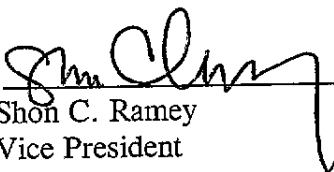
Dated: May 15, 1997

**COURIER DISPATCH GROUP, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

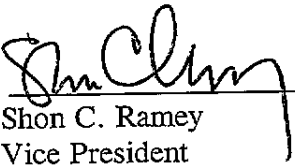
Dated: May 15, 1997

**H & H ASSOCIATES, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

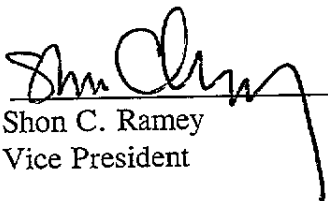
Dated: May 15, 1997

**SUNSTATE COURIER, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President


Dated: May 15, 1997

**UNITED TRANSNET, INC.**

By:   
Name: Shon C. Ramey  
Title: Vice President

Dated: May 15, 1997

**UTN CONTRACT SERVICES CORP.**

By:   
Name: Shon C. Ramey  
Title: Vice President

---

**AGREEMENT AND PLAN OF MERGER**

**ADOPTED BY**

**CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC.**

**CDG AVIATION, INC.**

**CLASSIC AIR, INC.**

**COMMERCIAL COURIER EXPRESS, INC.**

**COURIER DISPATCH GROUP, INC.**

**H & H ASSOCIATES, INC.**

**SUNSTATE COURIER, INC.**

**UNITED TRANSNET, INC.**

**AND**

**UTN CONTRACT SERVICES CORP.**

This Agreement and Plan of Merger has been adopted by:

- (i) Corporate Express Delivery Systems - Southeast, Inc., which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on May 15, 1997;
- (ii) CDG Aviation, Inc. which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on May 15, 1997;
- (iii) Classic Air, Inc. which is incorporated under the laws of the State of Georgia, by resolution of its Board of Directors on May 15, 1997;
- (iv) Commercial Courier Express, Inc. which is incorporated under the laws of the State of North Carolina, by resolution of its Board of Directors on May 15,



1997;

- (v) Courier Dispatch Group, Inc. which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on May 15, 1997;
- (vi) H & H Associates, Inc., which is incorporated under the laws of the State of Georgia a, by resolution of its Board of Directors on May 15, 1997.
- (vii) Sunstate Courier, Inc., which is incorporated under the laws of the State of Florida, by resolution of its Board of Directors on May 15, 1997.
- (viii) United TransNet, Inc., which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on May 15, 1997.
- (ix) UTN Contract Services Corp., which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on May 15, 1997.

The name of the surviving corporation into which CDG Aviation, Inc., Classic Air, Inc., Commercial Courier Express, Inc., Courier Dispatch Group, Inc., H & H Associates, Inc., Sunstate Courier, Inc., United TransNet, Inc., and UTN Contract Services Corp. plans to merge is Corporate Express Delivery Systems - Southeast, Inc.

1. CDG Aviation, Inc., Classic Air, Inc., Commercial Courier Express, Inc., Courier Dispatch Group, Inc., H & H Associates, Inc., Sunstate Courier, Inc., United TransNet, Inc., UTN Contract Services Corp. and Corporate Express Delivery Systems - Southeast, Inc., shall, pursuant to the provisions of the laws of the jurisdiction of organization of each such corporation, be merged with and into a single corporation, to wit, Corporate Express Delivery Systems - Southeast, Inc., which shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "surviving corporation." The separate existence of CDG Aviation, Inc., Classic Air, Inc., Commercial Courier Express, Inc., Courier Dispatch Group, Inc., H & H Associates, Inc., Sunstate Courier, Inc., United TransNet, Inc., and UTN Contract Services Corp., which are sometimes hereinafter referred to as the "non-surviving corporations", shall cease when the merger takes effect in accordance with the provisions of the laws of the jurisdiction of organization of such non-surviving corporations.

2. The name of the surviving corporation in the merger herein certified is CORPORATE EXPRESS DELIVERY SYSTEMS - SOUTHEAST, INC., which will continue its existence as surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the laws of the State of its incorporation.

The Articles of Incorporation and the By-laws of the surviving corporation shall continue in full force and effect after the effective date of the merger, until such time as the same may be amended and changed in the manner prescribed by the provisions of the laws of the state in which the surviving corporation was incorporated.

3. The directors and officers in office of the surviving corporation when the merger takes effect in the jurisdiction of its organization 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.

4. Each issued share of each non-surviving corporation when the merger takes effect shall be canceled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

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

6. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporations, and in the event that the merger of the non-surviving corporations with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, 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 states of incorporation of the non-surviving corporations and the surviving corporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the non-surviving corporations 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 Agreement and Plan of Merger or of the merger herein provided for.