

600-344-8086  
E95000006307

CSC networks

PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 785462 6162A  
AUTHORIZATION : Patricia Pizitz  
COST LIMIT : \$ 122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 28 AM 11:42

ORDER DATE : December 28, 1995

ORDER TIME : 9:44 AM

000001672880

ORDER NO. : 785462

CUSTOMER NO: 6162A

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

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95 DEC 28 AM 11:09  
DIVISION OF CORPORATIONS

W  
12/28

FOREIGN FILINGS

NAME: DRIVER LOGISTICS SERVICE, INC.

XX PROFIT  
NON-PROFIT

XX CORPORATE  
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

140.274 P003

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DRIVER LOGISTICS SERVICE, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware  
(State or country under the law of which it is incorporated)

3. September 28, 1995 4. Perpetual  
(Date of Incorporation) (Duration)

5. 59-3342691  
(Federal Employer Identification number, if applicable)

6. January 1, 1996  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.155, F.S.)

7. 1061 Maitland Center Commons, Maitland, Florida 32751  
(Current mailing address)

8. Employee Leasing  
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Rodney D. Keenan  
Address: 1061 Maitland Center Commons  
Maitland, Florida 32751

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
85 DEC 28 AM 11:42

**B. Officers:**

President: Rodney D. Keenan

Address: 1061 Maitland Center Commons  
Maitland, Florida 32751

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Apyrl Keenan

Address: 1061 Maitland Center Commons  
Maitland, Florida 32751

Treasurer: Rodney D. Keenan

Address: 1061 Maitland Center Commons  
Maitland, Florida 32751

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: Rodney D. Keenan

Office Address: 1061 Maitland Center Commons  
Maitland, Florida 32751  
Zip Code

**11. Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: \_\_\_\_\_

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

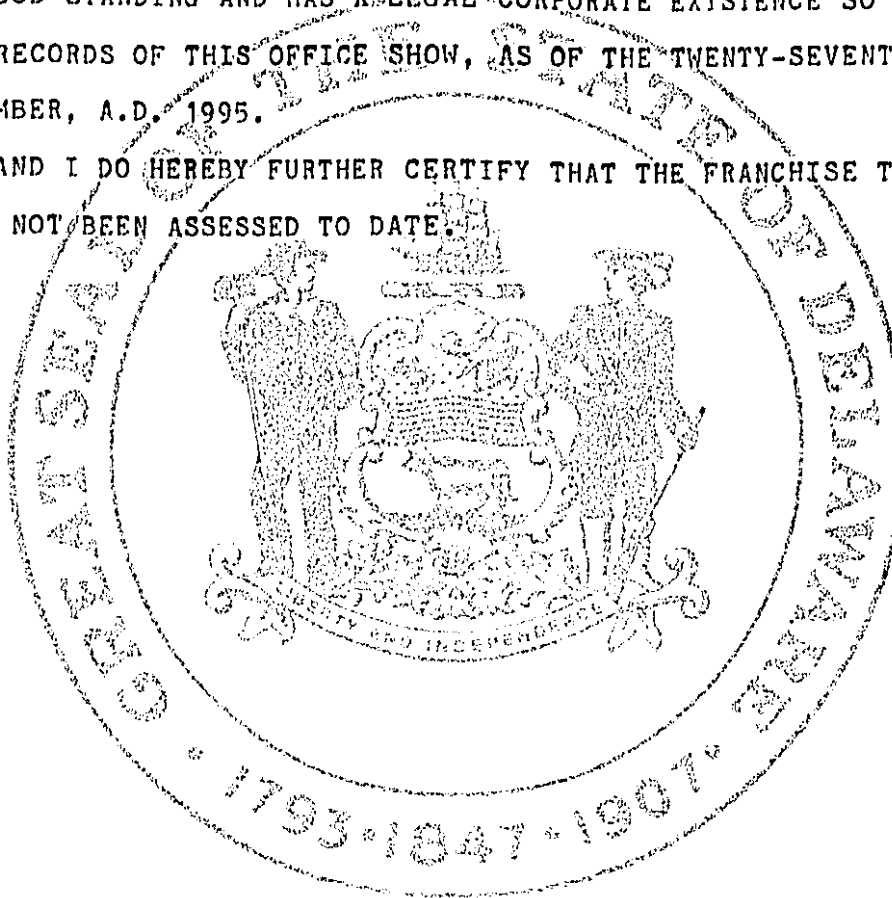
13. Rodney D. Keenan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Rodney D. Keenan, President  
(Name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DRIVER LOGISTICS SERVICE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 28 AM 11:42



2547255 8300

950309346

Edward J. Freel, Secretary of State

7769174

AUTHENTICATION:

DATE:

12-27-95

1201 HAYN STREET  
TALLAHASSEE, FL 32304  
904-222-9471  
904-222-0371

800-342-8086

F95000006307



**networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 785462 6162A

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 157.50

ORDER DATE : December 28, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 785462

100001672881

CUSTOMER NO: 6162A

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

ARTICLES OF MERGER

R.K. MANAGEMENT GROUP, INC.  
SOUTHERN DRIVER LEASING  
SERVICE, INC.

INTO

DRIVER LOGISTICS SERVICE, INC.

SH DEC 28 1995

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

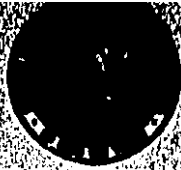
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 DEC 28 AM 11:09  
DIVISION OF CORPORATIONS

*FK*  
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FILED  
95 DEC 28 PM 2:32  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*Murge*



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**R.K. MANAGEMENT GROUP, INC., a Florida corporation, L94717**

**SOUTHERN DRIVER LEASING SERVICE, INC., a Florida corporation, J07495**

**INTO**

**DRIVER LOGISTICS SERVICE, INC., a Delaware corporation, F95000006307**

**File date: December 28, 1995, effective January 1, 1996**

**Corporate Specialist: Steven Harris**

**Account number: 072100000032**

**Account charged: 157.50**

EFFECTIVE DATE

1-1-96

ARTICLES OF MERGER  
OF  
DRIVER LOGISTICS SERVICE, INC.,  
R.K. MANAGEMENT GROUP INC.,  
AND  
SOUTHERN DRIVER LEASING SERVICE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 28 PM 2:32

TO: THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of domestic corporations with and into a foreign corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are:
  - a. DRIVER LOGISTICS SERVICE, INC., a Delaware corporation ("DRIVER"), which shall be the surviving corporation, and
  - b. R.K. MANAGEMENT GROUP, INC., a Florida corporation ("RK"),
  - c. SOUTHERN DRIVER LEASING SERVICE, INC., a Florida corporation ("SOUTHERN").
2. On the effective date set forth below, DRIVER, RK and SOUTHERN shall merge into DRIVER and RK's and SOUTHERN's existence will cease.
3. The Agreement and Plan of Merger for merging RK and SOUTHERN with and into DRIVER was approved by the Shareholder and Board of Directors of the Corporation on December 27, 1995.
4. The laws of the State of Delaware, the jurisdiction of organization of DRIVER, permit the merger of a corporation of another jurisdiction with and into a business corporation of the jurisdiction of organization of DRIVER; and the merger of RK and SOUTHERN with and into DRIVER is in compliance with the laws of the State of Delaware, the jurisdiction of DRIVER.
5. DRIVER will continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of the State of Delaware.
6. Pursuant to the Agreement and Plan of Merger, there will be no share exchange as a part of this merger. The issued and outstanding shares of DRIVER will remain as the issued and outstanding shares of the Surviving Corporation.

7. DRIVER does hereby agree that it will promptly pay to the dissenting shareholders of RK and SOUTHERN the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

8. The merger herein provided for shall become effective in the State of Florida on January 1, 1996.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by their officers thereunto duly authorized this 27 day of December, 1995.

**DRIVER LOGISTICS SERVICE, INC.,**  
a Delaware corporation

(CORPORATE SEAL)

By: Rodney D. Keenan  
Rodney D. Keenan, President

ATTEST:

Apryl Keenan  
Apryl Keenan, Secretary

**THE RK MANAGEMENT GROUP, INC.,**  
a Florida corporation

(CORPORATE SEAL)

By: Rodney D. Keenan  
Rodney D. Keenan, President

ATTEST:

Rodney D. Keenan  
Rodney D. Keenan, Secretary

**SOUTHERN DRIVER LEASING SERVICE, INC.,**  
a Florida corporation

(CORPORATE SEAL)

By: Rodney D. Keenan  
Rodney D. Keenan, President

ATTEST:

Rodney D. Keenan  
Rodney D. Keenan, Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27  
day of December, 1995, by Rodney D. Keenan, as President of DRIVER  
LOGISTICS SERVICE, INC., a Delaware corporation, on behalf of the  
corporation.

Teresa Moore  
Signature of Notary Public

TERESA MOORE  
(Print Notary Name)

My Commission Expires: 11/22/98

Commission No.: CC422857

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

AFFIX NOTARY STAMP



TERESA MOORE  
My Commission CC422857  
Expires Nov. 22, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27  
day of December, 1995, by Rodney D. Keenan, as President of THE RK  
MANAGEMENT GROUP, INC., a Florida corporation, on behalf of the  
corporation.

AFFIX NOTARY STAMP



TERESA MOORE  
My Commission CC422857  
Expires Nov. 22, 1998  
Bonded by HAI  
800-422-1555

Teresa Moore  
Signature of Notary Public

TERESA MOORE  
(Print Notary Name)

My Commission Expires: 11/22/98  
Commission No.: CC422857

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced:

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27  
day of December, 1995, by Rodney D. Keenan, as President of SOUTHERN  
DRIVER LEASING SERVICE, INC., a Florida corporation, on behalf of the  
corporation.

AFFIX NOTARY STAMP



TERESA MOORE  
My Commission CC422857  
Expires Nov. 22, 1998  
Bonded by HAI  
800-422-1555

Teresa Moore  
Signature of Notary Public

TERESA MOORE  
(Print Notary Name)

My Commission Expires: 11/22/98  
Commission No.: CC422857

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced:

bsb\driver\artmrg.fl

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of December 27, 1995, by and between DRIVER LOGISTICS SERVICE, INC., a Delaware corporation ("DRIVER"), R.K. MANAGEMENT GROUP, INC., a Florida corporation ("RK"), and SOUTHERN DRIVER LEASING SERVICE, INC., a Florida corporation ("SOUTHERN").

### RECITALS

WHEREAS, DRIVER has authorized capital stock consisting of 1,500 shares of common stock, No Par Value ("Driver Common Stock"), 500 shares of which are issued and outstanding, and owned by Rodney D. Keenan ("Keenan");

WHEREAS, RK has authorized capital stock consisting of 60 shares of common stock, No Par Value ("RK Common Stock"), all of which are issued and outstanding, and owned by Keenan;

WHEREAS, SOUTHERN has authorized capital stock consisting of 60 shares of common stock, No Par Value ("SOUTHERN Common Stock"), all of which are issued and outstanding, and owned by Keenan;

WHEREAS, the Boards of Directors of DRIVER, RK and SOUTHERN desire that RK and SOUTHERN merge with and into DRIVER pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1103 of the Florida Business Corporation Act, and the Board of Directors of each of such corporations has approved this Agreement.

### AGREEMENT

NOW THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree that RK and SOUTHERN shall be merged into DRIVER and the other transactions hereinafter described shall be consummated, all under the terms and conditions herein set forth:

### ARTICLE I

1.1 The Merger; Effect of Merger. On the Effective Time (as defined in Section 1.2 below), RK shall be merged with and into DRIVER (the "Merger"), the separate existence of RK and SOUTHERN shall cease, and DRIVER, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Delaware. The Articles of

Incorporation of Driver shall be the Articles of Incorporation of the Surviving Corporation.

1.2 Effective Time. The Effective Time of the Merger shall be at 12:01 a.m. on January 1, 1996, the date on which duly executed Certificates of Merger shall be filed in the offices of the Secretaries of State of Delaware and Florida shall become effective.

## ARTICLE II

2.1 DRIVER Certificate of Incorporation. The Certificate of Incorporation of DRIVER in effect at the Effective Time shall be and remain the Certificate of Incorporation of the Surviving Corporation, until it shall be amended as provided by law.

2.2 DRIVER Bylaws. The Bylaws of DRIVER in effect at the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

2.3 Directors and Officers. The following individual shall serve as the sole director of the Surviving Corporation until the expiration of his term, or his prior resignation, removal or death:

Rodney D. Keenan

The following individuals shall serve as officers of the Surviving Corporation in the respective capacities set forth opposite their names until the expiration of their terms or their prior resignation, removal or death:

Rodney D. Keenan

President/  
Treasurer

Apryl Keenan

Secretary

## ARTICLE III

3.1 DRIVER Common Stock. On or as of the Effective Time, each share of DRIVER Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue to represent one issued and outstanding share of common stock, no par value, of the Surviving Corporation.

3.2 RK Common Stock and SOUTHERN Common Stock. On and as of the Effective Time, each share of RK and SOUTHERN Common Stock is immediately prior thereto deemed to be surrendered and canceled. No

actual and physical surrender of certificates representing shares of RK Common Stock or SOUTHERN Common Stock pursuant to this Section is required; and from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. No cash or other securities shall be received by the Shareholder of R.K. or SOUTHERN.

3.3 No Conversion. The canceled certificates representing shares of RK Common Stock and SOUTHERN Common Stock will not be converted into shares of DRIVER Common Stock. Such a conversion is not necessary given that (a) Keenan owns 100% of the outstanding common stock of DRIVER, RK and SOUTHERN and (b) the net assets vesting in DRIVER from RK and SOUTHERN as a result of the merger are equivalent.

3.4. Rights and Obligations of DRIVER. In accordance with the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act (the "Acts"), the Surviving Corporation shall possess, insofar as permitted by the Acts, all rights, privileges and powers of DRIVER, RK and SOUTHERN; and all property and assets of DRIVER, RK and SOUTHERN shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of DRIVER, RK and SOUTHERN.

#### ARTICLE IV

4.1 Conditions to Merger. The consummation of the Merger and other transactions herein provided is subject to receipt of the requisite approval of the holders of DRIVER Common Stock, RK Common Stock, and SOUTHERN Common Stock. After approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

#### ARTICLE V

5.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Agreement prior to the filing of this Agreement with the Secretaries of State of Delaware and Florida; provided, however, that an amendment made subsequent to the adoption of this Agreement by the shareholders of DRIVER, RK and SOUTHERN shall be subject to the limitations specified in the Acts.

5.2 Termination. This Agreement may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of this Agreement with the

Secretaries of State of Delaware and Florida, whether before or after adoption of this Agreement by the shareholders of DRIVER, RK or SOUTHERN, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interests.

#### ARTICLE VI

6.1 Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

6.2 Section Headings. The section headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

6.3 Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware.

6.4 Further Assurances. From time to time on and after the Effective Time, each party hereto agrees that it will execute and deliver or cause to be executed and delivered all such further assignments, assurances or other instruments, and shall take or cause to be taken all such further actions as may be necessary or desirable to consummate the Merger provided for herein, and the other transactions contemplated by this Agreement.

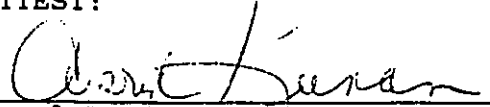
IN WITNESS WHEREOF, each of the parties hereto, pursuant to the authority duly granted by its Board of Directors, has caused this Agreement to be executed by a duly authorized officer thereof, and has further caused its corporate seal to be hereunto affixed and attested, as of the date first written above.

DRIVER LOGISTICS SERVICE, INC.  
a Delaware corporation

[CORPORATE SEAL]

By:   
Rodney D. Keenan, President

ATTEST:

  
April Keenan, Secretary

R.K. MANAGEMENT GROUP, INC.  
a Florida corporation

[CORPORATE SEAL]

By: Rodney D. Keenan  
Rodney D. Keenan, President

ATTEST:

Rodney D. Keenan  
Rodney D. Keenan, Secretary

SOUTHERN DRIVER LEASING SERVICE, INC.  
a Florida corporation

[CORPORATE SEAL]

By: Rodney D. Keenan  
Rodney D. Keenan, President

ATTEST:

Rodney D. Keenan  
Rodney D. Keenan, Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged as true and correct before me this 27 day of December, 1995, by Rodney D. Keenan, as President of DRIVER LOGISTICS SERVICE, INC., a Delaware corporation, on behalf of the corporation.

Teresa Moore  
Signature of Notary Public

TERESA MOORE  
(Print Notary Name)

My Commission Expires: 11/22/98  
Commission No.: CC422857

AFFIX NOTARY STAMP



TERESA MOORE  
My Commission CC422857  
Expires Nov. 22, 1998  
Bonded by HAI  
800-422-1555

☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ORANGE

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AFFIX NOTARY STAMP



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Expires Nov. 22, 1998  
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Teresa Moore  
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bsb\driver\plan fla