

#1960000000342

---

is missing.  
will be filmed  
when RECEIVED.

1/25/96

CORPORATE DETAIL RECORD SCREEN

9:09 AM

NUM: F96000000342 ST:DE ACTIVE/FOREIGN PROF FLD: 01/19/1996

FEI#: 59-3349568

NAME : U.S. DELIVERY LEASING-SOUTHEAST, INC.

PRINCIPAL: 6131 ANNO AVE

ADDRESS ORLANDO, FL 32809

RA NAME : THE PRENTICE-HALL CORPORATION SYSTEM, INC.

RA ADDR : 1201 HAYS STREET

SUITE 105

TALLAHASSEE, FL 32301 US

ANN REP : \* NONE FILED \*

1. MENU, 3. OFFICERS

ENTER SELECTION AND CR:

1201 Hays Street  
Tallahassee, FL 32301  
904-222-9171  
(904-222-9171) FAX

800-342-8086



F96000000000342

96 JAN 19 PM 12:46  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 806719 4390774  
AUTHORIZATION : *Patricia P. [Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : January 16, 1996

ORDER TIME : 11:41 AM

ORDER NO. : 806719

CUSTOMER NO: 4390774

CUSTOMER: Ms. Rebecca S. Buchanan  
U.S. Delivery Systems, Inc.  
Suite 250  
11 Greenway Plaza  
Houston, TX 77046

000001693480

*B-19*

FOREIGN FILINGS

NAME: U.S. DELIVERY LEASING -  
SOUTHEAST, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:44

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

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

1. U.S. Delivery Leasing - Southeast, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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 3. 59-3349568  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/13/95 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6131 Anno Avenue  
Orlando, Florida 32809  
(Current mailing address)
8. messenger, delivery and related services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street,  
Tallahassee, Florida, 32301  
(Zip Code)

**10. 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.*

By: Debra L. Vincent  
(Registered agent's signature)

11. 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 19 PM 2:44  
32301

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_ (see attached list)

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

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

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

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

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

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

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

B. OFFICERS

President: \_\_\_\_\_ (see attached list)

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Rebecca S. Buchanan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Rebecca S. Buchanan, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

U.S. Delivery Leasing - Southeast, Inc.  
Directors and Officers

**DIRECTORS:**

Gary W. Grant	Director
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

**OFFICERS:**

Gary W. Grant	President
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

James Howard Haddox	Vice President, Treasurer
SSN : 437-76-8235	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Shon Cordia Ramey	Vice President, Secretary
SSN : 576-88-2215	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Marc Solomon	Vice President
SSN : 155-56-5871	
Effective : 01/02/1996	
3255 S.W. 11th Avenue	
Ft. Lauderdale, Florida 33315	

Bobby L. Taylor	Vice President
SSN : 423-80-3814	
Effective : 01/02/1996	
6131 Anno Avenue, Suite 101	
Orlando, Florida 32809	

Rebecca Sue Buchanan	Assistant Secretary
SSN : 345-66-2336	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

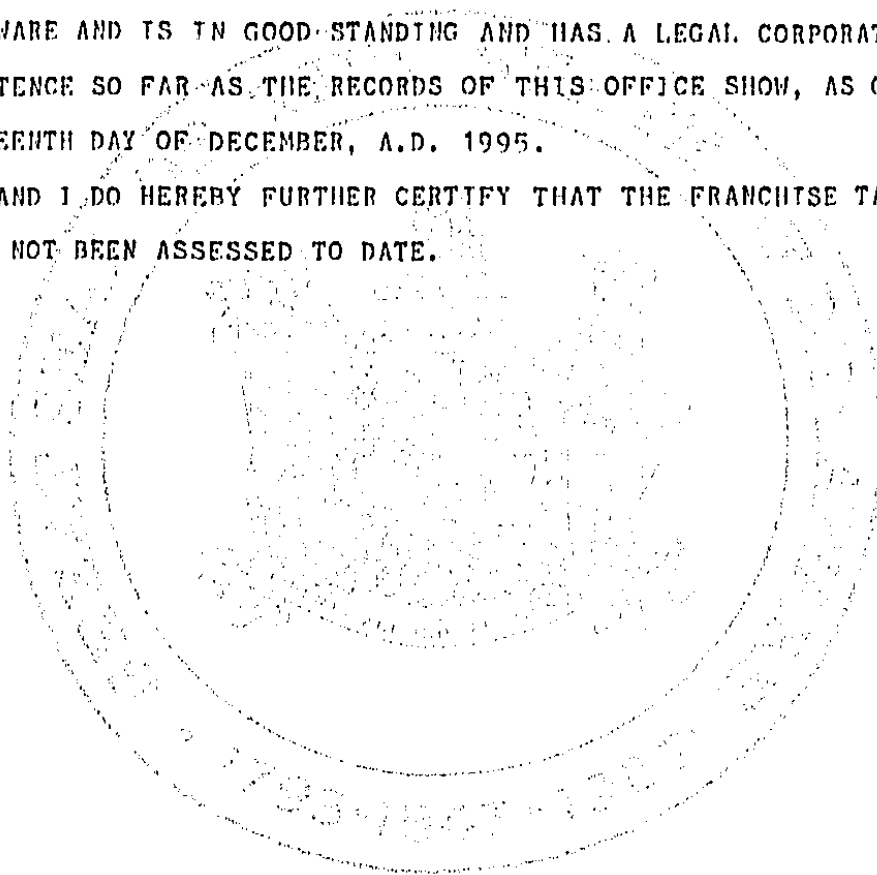
State of Delaware  
**Office of the Secretary of State**

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. DELIVERY LEASING-SOUTHEAST, 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 FIFTEENTH 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  
96 JAN 19 PM 2:44



*Edward J. Freel*

Edward J. Freel, Secretary of State

2571057 8300

950295820

AUTHENTICATION: 7753291

DATE: 12-15-95



1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

F96 00000000342

96 JAN 19 PM 12:46

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 006719 4390774

AUTHORIZATION

*Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : January 16, 1995

ORDER TIME : 11:34 AM

200001693482

ORDER NO. : 006719

CUSTOMER NO: 4390774

CUSTOMER: Ms. Rebecca S. Buchanan  
U.S. Delivery Systems, Inc.  
Suite 250  
11 Greenway Plaza  
Houston, TX 77046

*8-19*

FOREIGN FILINGS

NAME: U.S. DELIVERY SYSTEMS -  
SOUTHEAST, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:54



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

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

1. U.S. Delivery Systems - Southeast, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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 3. 59-3349567  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/13/95 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 6131 Anno Avenue  
Orlando, Florida 32809  
(Current mailing address)
8. messenger, delivery and related services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street,  
Tallahassee, Florida, 32309  
(Zip Code)

**10. 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.*

By: Debra L. Vincent Debra L. Vincent  
(Registered agent's signature) Assistant Secretary

11. 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 10 22:54

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: (see attached list)

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

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

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

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

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

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

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

B. OFFICERS

President: (see attached list)

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Rebecca S. Buchanan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Rebecca S. Buchanan, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**U.S. Delivery Systems - Southeast, Inc.  
Directors and Officers**

**DIRECTORS:**

Gary W. Grant	Director
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

**OFFICERS:**

Gary W. Grant	President
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

James Howard Haddox	Vice President, Treasurer
SSN : 437-76-8235	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Shon Cordia Ramey	Vice President, Secretary
SSN : 576-88-2215	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Marc Solomon	Vice President
SSN : 155-56-5871	
Effective : 01/02/1996	
3255 S.W. 11th Avenue	
Ft. Lauderdale, Florida 33315	

Bobby L. Taylor	Vice President
SSN : 423-80-3814	
Effective : 01/02/1996	
6131 Anno Avenue, Suite 101	
Orlando, Florida 32809	

Rebecca Sue Buchanan	Assistant Secretary
SSN : 345-66-2336	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

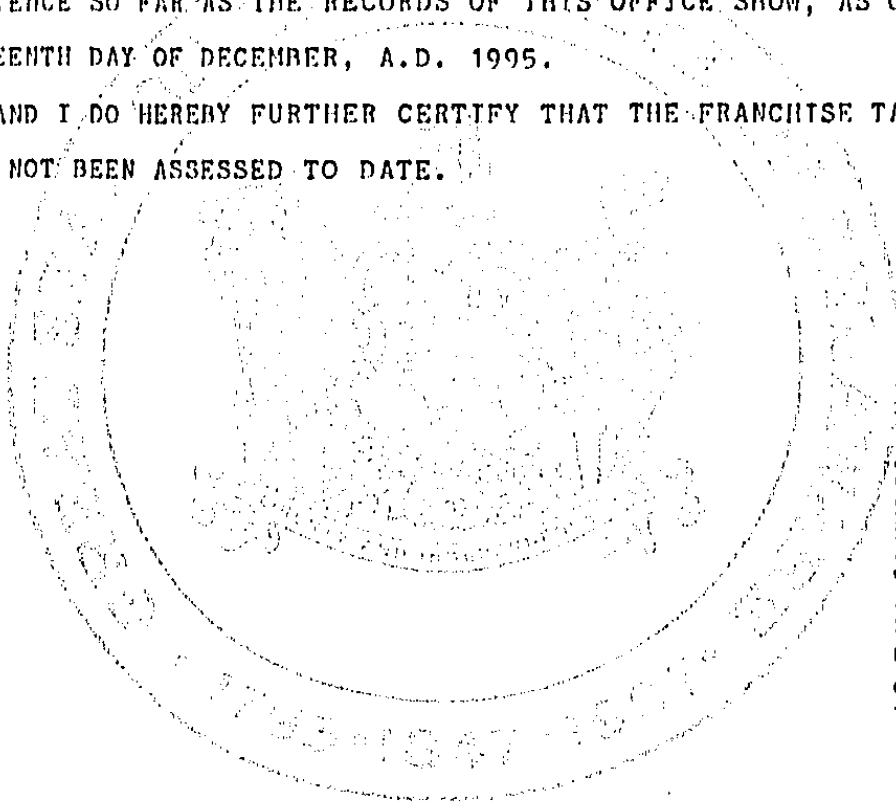
*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "U.S. DELIVERY SYSTEMS-SOUTHEAST, 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 FIFTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREDY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAV" NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:54



*Edward J. Freel*

Edward J. Freel, Secretary of State

2571054 8300

950295820

AUTHENTICATION: 7753287

DATE: 12-15-95

**800-342-8086**

**F96 networks**  
PRESTON HALL  
LEGAL & FINANCIAL SERVICES

0000342  
96 JAN 19 PM 12:46  
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032  
REFERENCE : 806719 4390774  
AUTHORIZATION : Patricia P. [Signature]  
COST LIMIT : \$ 70.00

ORDER DATE : January 16, 1956

ORDER TIME : 11:41 AM

ORDER NO. : 806719

CUSTOMER NO: 4390774

CUSTOMER: Ms. Rebecca S. Buchanan  
U.S. Delivery Systems, Inc.  
Suite 250  
11 Greenway Plaza  
Houston, TX 77046

000001633480

21-19

## FOREIGN FILINGS

NAME: U.S. DELIVERY LEASING -  
SOUTHEAST, INC.

XXXX QUALIFICATION (TYPE: CO)

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:44**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING::

           CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
           CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 19, 1996

CS

**F96000000342**

Qualification documents for U.S. DELIVERY LEASING-SOUTHEAST, INC. were filed on January 19, 1996, and assigned document number F96000000342. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Doug Dickinson  
Document Specialist  
Division of Corporations

Letter Number: 496A00002525

Account number: 072100000032

Account charged: 70.00

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

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

1. U.S. Delivery Leasing - Southeast, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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 3. 59-3349568  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/13/95 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 6131 Anno Avenue

Orlando, Florida 32809  
(Current mailing address)

8. messenger, delivery and related services  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

**9. Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street,

Tallahassee, Florida, 32301  
(Zip Code)

**10. 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.*

By: Debra L. Vincent  
(Registered agent's signature)

11. 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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 19 PM 2:44

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: (see attached list)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: (see attached list)

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Rebecca S. Buchanan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Rebecca S. Buchanan, Assistant Secretary  
(Typed or printed name and capacity of person signing application)



U.S. Delivery Leasing - Southeast, Inc.  
Directors and Officers

**DIRECTORS:**

Gary W. Grant	Director
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

**OFFICERS:**

Gary W. Grant	President
SSN : 554-84-2761	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

James Howard Haddox	Vice President, Treasurer
SSN : 437-76-8235	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Shon Cordia Ramey	Vice President, Secretary
SSN : 576-88-2215	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

Marc Solomon	Vice President
SSN : 155-56-5871	
Effective : 01/02/1996	
3255 S.W. 11th Avenue	
Ft. Lauderdale, Florida 33315	

Bobby L. Taylor	Vice President
SSN : 423-80-3814	
Effective : 01/02/1996	
6131 Anno Avenue, Suite 101	
Orlando, Florida 32809	

Rebecca Sue Buchanan	Assistant Secretary
SSN : 345-66-2336	
Effective : 12/13/1995	
11 Greenway Plaza, Suite 250	
Houston, Texas 77046	

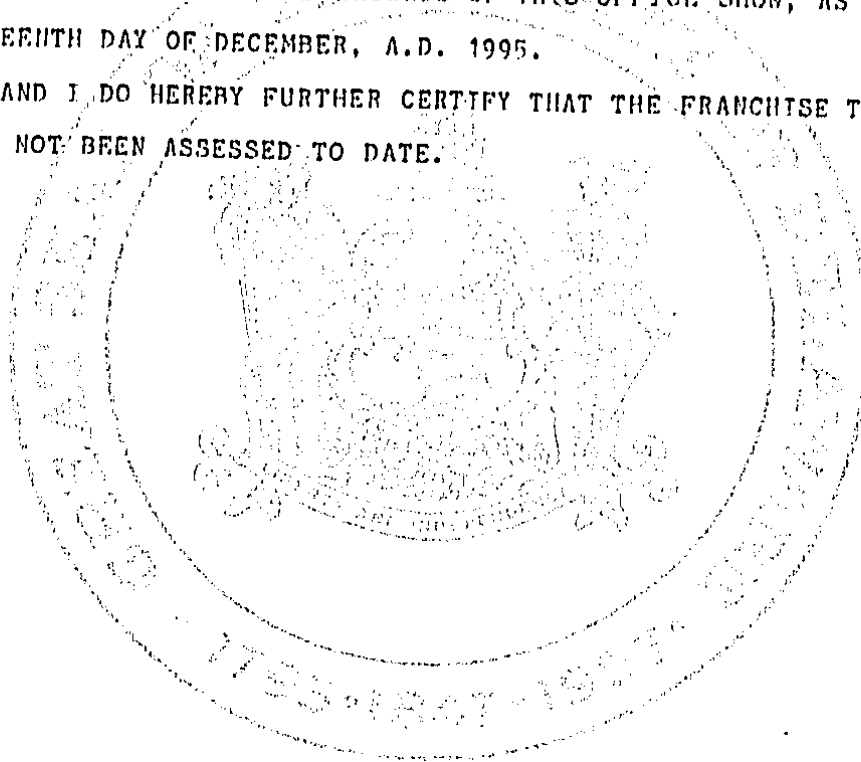
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 19 PM 2:44

State of Delaware  
*Office of the Secretary of State*

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. DELIVERY LEASING-SOUTHEAST, 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 FIFTEENTH 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  
96 JAN 19 PM 2:44



*Edward J. Freel*

Edward J. Freel, Secretary of State

2571057 8300

950295820

AUTHENTICATION: 7753291

DATE: 12-15-95



F96000000342

ACCOUNT NO. : 072100000032

REFERENCE : 278755 4390774

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 420.00

ORDER DATE : March 3, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 278755-005

CUSTOMER NO: 4390774

500002102715--1

CUSTOMER: Tracy Downs, Legal Asst  
U.S. Delivery Systems, Inc.  
Suite 250  
11 Greenway Plaza  
Houston, TX 77046

ARTICLES OF MERGER

U.S. DELIVERY LEASING -  
SOUTHEAST, INC.

INTO

U.S. DELIVERY LEASING -  
SOUTH CENTRAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

N HENDRICKS MAR - 4 1997

CONTACT PERSON: W. Charles Earnest

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

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

\*\*\*\*\* MERGER DOCUMENTS MICROFILMED ON F96000000342 (U.S. DELIVERY LEASING-  
SOUTHEAST, INC.)\*\*\*\*\*

**U.S. DELIVERY LEASING - SOUTHEAST, INC., A DELAWARE CORPORATION, F96000000342.  
CENTRAL COURIER SYSTEMS, INC., A FLORIDA CORPORATION, J75193.  
PACE MESSENGER SERVICE, INC., A FLORIDA CORPORATION, F73144.  
PRESTIGE DELIVERY SERVICE, INC., A FLORIDA CORPORATION, F62603.  
DOUBLE R REAL ESTATE, INC., NONQUALIFIED GEORGIA CORP. - FLASH  
COURIER SERVICE, INC., NON QUALIFIED GEORGIA CORP. - FLASH  
COURIER SERVICE OF NORTH,**

**CAROLINA, INC., NON QUALIFIED NORTH CAROLINA CORP. - NATIONAL  
PALLET RECYCLERS, INC., NON QUALIFIED TENNESSEE CORP. -  
CRITICAL SHIPMENT EXPRESS CORPORATION, NON QUALIFIED TENN.  
CORP. - INTERMODAL SERVICES, INC., NON QUALIFIED ALABAMA CORP. -  
PRIMM DELIVERY SERVICES, INC., NON QUALIFIED TENN. CORP.**

*(eleven corporations)*

**INTO**

**U.S. DELIVERY LEASING - SOUTH CENTRAL, INC., a Delaware corporation  
not qualified in Florida.**

File date: March 3, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 420.00

**ARTICLES OF MERGER**  
**OF**  
**U.S. DELIVERY LEASING - SOUTHEAST, INC.,**  
**DOUBLE R REAL ESTATE, INC.,**  
**FLASH COURIER SERVICE, INC.**  
**FLASH COURIER SERVICE OF NORTH CAROLINA, INC.,**  
**NATIONAL PALLET RECYCLERS, INC.,**  
**CRITICAL SHIPMENT EXPRESS CORPORATION,**  
**INTERMODAL SERVICES, INC.,**  
**CENTRAL COURIER SYSTEMS, INC.,**  
**PACE MESSENGER SERVICE, INC.,**  
**PRESTIGE DELIVERY SERVICE, INC.**  
**PRIMM DELIVERY SERVICES, INC.**  
**AND**  
**U.S. DELIVERY LEASING - SOUTH CENTRAL, INC.**

**FILED**  
97 MAR -3 11:27  
SECRETARY OF STATE  
DELLAWARE

To the Department of State  
State of Florida

1. The constituent business corporations participating in the merger herein certified are:
- (i) U.S. Delivery Leasing - Southeast, Inc., which is incorporated under the laws of the State of Delaware;

- (ii) Double R Real Estate, Inc., which is incorporated under the laws of the State of Georgia;
- (iii) Flash Courier Service, Inc., which is incorporated under the laws of the State of Georgia;
- (iv) Flash Courier Service of North Carolina, Inc., which is incorporated under the laws of the State of North Carolina;
- (v) National Pallet Recyclers, Inc., which is incorporated under the laws of the State of Tennessee;
- (vi) Critical Shipment Express Corporation, which is incorporated under the laws of the State of Tennessee;
- (vii) Intermodal Services, Inc., which is incorporated under the laws of the State of Alabama;
- (viii) Central Courier Systems, Inc., which is incorporated under the laws of the State of Florida;
- (ix) Pace Messenger Service, Inc., which is incorporated under the laws of the State of Florida;
- (x) Prestige Delivery Service, Inc., which is incorporated under the laws of the State of Florida; and
- (xi) Primm Delivery Services, Inc., which is incorporated under the laws of the State of Tennessee; and,
- (xii) U.S. Delivery Leasing - South Central, Inc., which is incorporated under the laws of the State of Delaware;

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporations 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 U.S. Delivery Leasing - Southeast, Inc., Double R Real Estate, Inc., Flash Courier Service, Inc., Flash Courier Service of North Carolina, Inc., National Pallet Recyclers, Inc., Critical Shipment Express Corporation, Intermodal Services, Inc., Central Courier Systems, Inc., Pace Messenger Service, Inc., Prestige Delivery Service, Inc., and Primm Delivery Services, Inc., with and into U.S. Delivery Leasing - South Central, 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 June 27, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, with respect to the domestic constituent corporations, 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 U.S. Delivery Leasing - South Central, 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 U.S. Delivery Leasing - South Central, Inc., was June 27, 1996.

5. The name of the surviving corporation in the merger herein certified is U.S. DELIVERY LEASING - SOUTH CENTRAL, 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 the name U.S. DELIVERY LEASING - SOUTHEAST, INC.

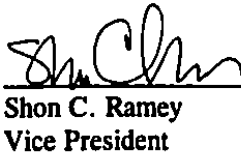
Dated: June 27, 1996

U.S. DELIVERY LEASING -  
SOUTH CENTRAL, INC.

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


Dated: June 27, 1996

U.S. DELIVERY LEASING - SOUTHEAST, INC.

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

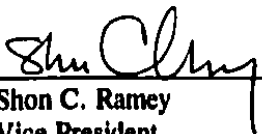
Dated: June 27, 1996

DOUBLE R REAL ESTATE, INC.

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

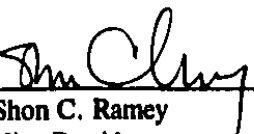
Dated: June 27, 1996

FLASH COURIER SERVICE, INC.

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

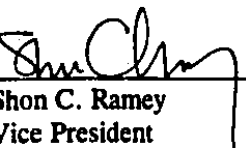
Dated: June 27, 1996

FLASH COURIER SERVICE  
OF NORTH CAROLINA, INC.

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

Dated: June 27, 1996

NATIONAL PALLET RECYCLERS, INC.

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



Dated: June 27, 1996

**CRITICAL SHIPMENT EXPRESS CORPORATION**

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

Dated: June 27, 1996

**INTERMODAL SERVICES, INC.**

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

Dated: June 27, 1996

**CENTRAL COURIER SYSTEMS, INC.**

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

Dated: June 27, 1996

**PACE MESSENGER SERVICE, INC.**

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

Dated: June 27, 1996

PRESTIGE DELIVERY SERVICE, INC.

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

Dated: June 27, 1996

PRIMM DELIVERY SERVICES, INC.

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

**AGREEMENT AND PLAN OF MERGER**

**ADOPTED BY**

**U.S. DELIVERY LEASING - SOUTH CENTRAL, INC.,**

**U.S. DELIVERY LEASING - SOUTHEAST, INC.,**

**DOUBLE R REAL ESTATE, INC.,**

**FLASH COURIER SERVICE, INC.**

**FLASH COURIER SERVICE OF NORTH CAROLINA, INC.,**

**NATIONAL PALLET RECYCLERS, INC.,**

**CRITICAL SHIPMENT EXPRESS CORPORATION,**

**INTERMODAL SERVICES, INC.,**

**CENTRAL COURIER SYSTEMS, INC.,**

**PACE MESSENGER SERVICE, INC.,**

**PRESTIGE DELIVERY SERVICE, INC.**

**AND**

**PRIMM DELIVERY SERVICES, INC.**

This Agreement and Plan of Merger has been adopted by:

- (i) U.S. Delivery Leasing - South Central, Inc., which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on June 27, 1996;
- (ii) U.S. Delivery Leasing - Southeast, Inc., which is incorporated under the laws of the State of Delaware, by resolution of its Board of Directors on June 27, 1996;
- (iii) Double R Real Estate, Inc., which is incorporated under the laws of the State of Georgia, by resolution of its Board of Directors on June 27, 1996;

- (vi) Flash Courier Service, Inc., which is incorporated under the laws of the State of Georgia by resolution of its Board of Directors on June 27, 1996;
- (v) Flash Courier Service of North Carolina, Inc., which is incorporated under the laws of the State of North Carolina by resolution of its Board of Directors on June 27, 1996;
- (vi) National Pallet Recyclers, Inc., which is incorporated under the laws of the State of Tennessee by resolution of its Board of Directors on June 27, 1996;
- (vii) Critical Shipment Express Corporation, which is incorporated under the laws of the State of Tennessee by resolution of its Board of Directors on June 27, 1996;
- (viii) Intermodal Services, Inc., which is incorporated under the laws of the State of Alabama by resolution of its Board of Directors on June 27, 1996;
- (ix) Central Courier Systems, Inc., which is incorporated under the laws of the State of Florida by resolution of its Board of Directors on June 27, 1996;
- (x) Pace Messenger Service, Inc., which is incorporated under the laws of the State of Florida by resolution of its Board of Directors on June 27, 1996;
- (xi) Prestige Delivery Service, Inc., which is incorporated under the laws of the State of Florida by resolution of its Board of Directors on June 27, 1996; and
- (xii) Primm Delivery Services, Inc., which is incorporated under the laws of the State of Tennessee by resolution of its Board of Directors on June 27, 1996.

The name of the surviving corporation into which U.S. Delivery Leasing - Southeast, Inc., Double R Real Estate, Inc., Flash Courier Service, Inc., Flash Courier Service of North Carolina, Inc., National Pallet Recyclers, Inc., Critical Shipment Express Corporation, Intermodal Services, Inc., Central Courier Systems, Inc., Pace Messenger Service, Inc., Prestige Delivery Service, Inc., and Primm Delivery Services, Inc., plans to merge is U.S. Delivery Leasing -South Central, Inc.

1. U.S. Delivery Leasing - Southeast, Inc., Double R Real Estate, Inc., Flash Courier Service, Inc., Flash Courier Service of North Carolina, Inc., National Pallet Recyclers, Inc., Critical Shipment Express Corporation, Intermodal Services, Inc., Central Courier Systems, Inc., Pace Messenger Service, Inc., Prestige Delivery Service, Inc., and Primm Delivery Services, Inc., shall, pursuant to the provisions of the Georgia Business Corporation Code with respect to the domestic corporations party to the merger and the provisions of the laws of the jurisdiction of organization of the foreign corporations party to the merger, be merged with and into a single corporation, to wit, U.S. Delivery Leasing - South Central, 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 U.S. Delivery Leasing - Southeast, Inc., Double R Real Estate, Inc., Flash Courier Service, Inc., Flash Courier Service of North Carolina, Inc., National Pallet Recyclers, Inc., Critical Shipment Express Corporation, Intermodal Services, Inc., Central Courier Systems, Inc., Pace Messenger Service, Inc., Prestige Delivery Service, Inc., and Primm Delivery Services, Inc., 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 Georgia Business Corporation Code with respect to the domestic corporations party to the merger and the provisions of the laws of the jurisdiction of organization with respect to the foreign corporations party to the merger.

2. The name of the surviving corporation in the merger herein certified is U.S. DELIVERY LEASING - SOUTH CENTRAL, 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 State of its incorporation under the name U.S. DELIVERY LEASING - SOUTHEAST, INC.

The articles of incorporation of the surviving corporation shall be amended to change article one of the original articles of incorporation and the full text of such altered provision is as follows:

#### **Article One**

The name of the Corporation (hereinafter called the "corporation") is

**U.S. DELIVERY LEASING - SOUTHEAST, INC.**

The Articles of Incorporation, as so amended, 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 the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code with respect to the domestic corporations party to the merger and in the manner prescribed by the laws of the jurisdiction of organization of the foreign corporations party to the merger, and the merger of the non-surviving corporation 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 provisions to the Georgia Business Corporation Code with respect to the domestic corporations party to the merger and in the manner prescribed by the laws of the jurisdiction of organization of the foreign corporations party to the merger, 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 State of Georgia and of the states of incorporation of the foreign corporations party to the merger, 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.

# F96000000342

## OFFICE OF THE COMPTROLLER APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: U.S. Delivery Leasing-Southeast, Inc. EIN or SS#: 59-334 9568

Address: 11 Greenway Plaza, Ste. 250  
Houston, TX 77046

Amount: \$1165.00 Date Paid \_\_\_\_\_

Reason for claim: Corp merged, no AIR required F96000000342  
SPR 5/19/97

Certified true and correct this 22<sup>nd</sup> day of May, 19 97.

Signature Jacq L. Downes, Assistant Secretary

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim.	
Amount of recommended refund \$	<u>1165.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>9664100</u> dated <u>05-06-97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>689</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	
(Agency)	(Authorized Signature and Title)