



F96000000342

ACCOUNT NO. : 072100000032

REFERENCE : 278755 4390774

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 420.00

ORDER DATE : March 3, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 278755-005

CUSTOMER NO: 4390774

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.

Delaware Corporation

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.

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.

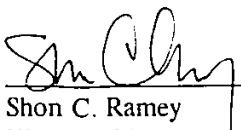
3. The respective shareholders of each constituent corporation entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on June 27, 1996, in accordance with the provisions of Section 607.0704 of the Florida Business 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.

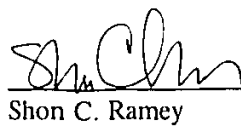
Dated: June 27, 1996

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

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

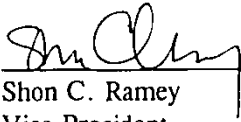
Dated: June 27, 1996

U.S. DELIVERY LEASING - SOUTHEAST, INC.

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

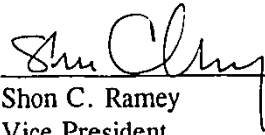
Dated: June 27, 1996

DOUBLE R REAL ESTATE, INC.

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

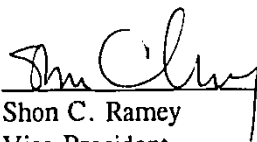
Dated: June 27, 1996

FLASH COURIER SERVICE, INC.

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

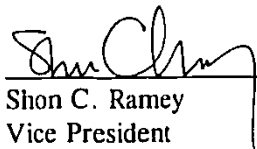
Dated: June 27, 1996

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

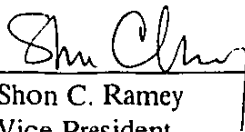
Dated: June 27, 1996

PACE MESSENGER SERVICE, INC.

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

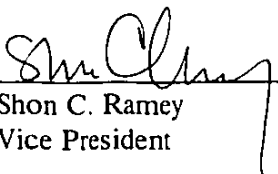
Dated: June 27, 1996

PRESTIGE DELIVERY SERVICE, INC.

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

Dated: June 27, 1996

PRIMM DELIVERY SERVICES, INC.

By: 
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.