

F97000003422

(Requestor's Name)

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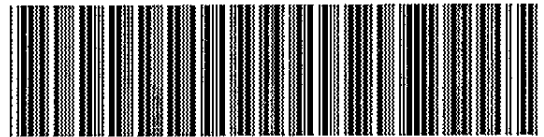
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EFFECTIVE DATE

12/31/02

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02 DEC -4 AM 11:17

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02 DEC -4 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/4/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

UPS LOGISTICS GROUP AMERICAS, INC., a Florida corporation
P98000097749

INTO

UPS SUPPLY CHAIN MANAGEMENT, INC., a Delaware entity, F97000003422

File date: December 4, 2002, effective December 31, 2002

Corporate Specialist: Annette Ramsey

CT CORPORATION

December 4, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5733204 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

UPS Logistics Group Americas, Inc. (FL)
Merger (Discontinuing Company)
Florida

FILE SECOND and return five (5) certified copies of this filing along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

EFFECTIVE DATE
12/31/02

ARTICLES OF MERGER

merging

UPS LOGISTICS GROUP AMERICAS, INC.

(a Florida corporation)

with and into

UPS SUPPLY CHAIN MANAGEMENT, INC.

(a Delaware corporation)

FILED
02 DEC -4 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations hereby adopt the following Articles of Merger:

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
UPS Supply Chain Management, Inc.	Delaware

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
UPS Logistics Group Americas, Inc.	Florida

THIRD: A copy of the Agreement and Plan of Merger (the "Agreement of Merger") dated November 21, 2002, by and between UPS Supply Chain Management, Inc. and UPS Logistics Group Americas, Inc. is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH: The Merger shall become effective at 9:00 a.m. EST on December 31, 2002.

FIFTH: The Agreement of Merger was adopted by the sole shareholder of UPS Supply Chain Management, Inc. entitled to vote thereon as of November 21, 2002, by written consent without a meeting as prescribed by Section 228 of the Delaware General Corporation Law.

SIXTH: The Agreement of Merger was adopted by the sole shareholder of UPS Logistics Group Americas, Inc. entitled to vote thereon as of November 21, 2002, by written consent without a meeting as prescribed by Section 607.0704 of the FBCA.

[Signature page follows.]

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 21st
day of November, 2002.

UPS SUPPLY CHAIN MANAGEMENT, INC.,
a Delaware corporation

By: Clelia P. Fiordelisi
Clelia P. Fiordelisi
Assistant Secretary

UPS LOGISTICS GROUP AMERICAS, INC.,
a Florida corporation

By: Clelia P. Fiordelisi
Clelia P. Fiordelisi
Assistant Secretary

EXHIBIT A

Agreement and Plan of Merger

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of November 21, 2002, is by and between UPS Supply Chain Management, Inc., a Delaware corporation and an indirect wholly owned subsidiary of United Parcel Service, Inc. ("UPS") (the "Acquiror"), and UPS Logistics Group Americas, Inc., a Florida corporation and an indirect wholly owned subsidiary of UPS (the "Target"; together with the Acquiror the "Parties" and each a "Party").

RECITALS

WHEREAS, the Parties desire to merge the Target with and into the Acquiror pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act (the "Merger"), with the Acquiror remaining as the surviving corporation; and

WHEREAS, UPS Logistics Group, Inc., a Delaware corporation (the "Sole Shareholder"), owns one hundred percent (100%) of all the issued and outstanding shares of the Parties;

AGREEMENT

NOW, THEREFORE, in consideration of the promises and of the mutual representations, warranties, covenants and agreements herein contained, the Parties agree as follows:

1. MERGER.

1.1. *The Merger.*

(a) Upon the terms and subject to the conditions of this Agreement of Merger, at the Effective Time (as defined hereafter) and in accordance with the provisions of this Agreement of Merger, the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA"), the Target shall be merged with and into the Acquiror, with the Acquiror being the surviving corporation (sometimes referred to hereinafter as the "Surviving Corporation") in the Merger, and the separate corporate existence of the Target shall cease. Subject to the provisions of this Agreement of Merger, a certificate of merger shall be duly prepared, executed and acknowledged by the Parties, and thereafter delivered to the Secretary of State of Delaware pursuant to the DGCL. Articles of merger shall also be duly prepared, executed and acknowledged by the Parties, and thereafter delivered to the Secretary of State of Florida pursuant to the FBCA.

(b) From and after the Effective Time, the Merger shall have all the effects as provided in the applicable provisions of the DGCL and the FBCA. Without limiting the generality of the foregoing, and subject thereto, by virtue of the Merger and in accordance with the DGCL and the FBCA all of the properties, assets, rights, privileges, powers and franchises of the Target shall vest in the Surviving Corporation and all of the debts, liabilities and duties of the Target shall become the debts, liabilities and duties of the Surviving Corporation. The certificate of incorporation and bylaws of the Acquiror in effect immediately prior to the Effective Time shall be the certificate of incorporation and bylaws of the Surviving Corporation until otherwise amended or repealed.

1.2. *Effective Time.* The Merger shall become effective December 31, 2002 at 9:00 a.m. EST (the "Effective Time").

1.3. *Conversion of Shares.* As of the Effective Time, by virtue of the Merger and without any action on the part of the Target or the Acquiror thereof:

(a) each share of issued and outstanding stock of the Target will (i) cease to be outstanding and to exist, and (ii) be canceled and retired;

(b) the Sole Shareholder of the Target shall receive from the Acquiror an amount equal to the net book value of the Target; and

(c) each share of the stock of the Acquiror issued and outstanding immediately prior to the Effective Time will remain unchanged and such shares will constitute all the issued and outstanding shares of stock of the Surviving Corporation.

2. MISCELLANEOUS.

2.1. *Descriptive Headings.* The descriptive headings are for convenience of reference only and shall not control or affect the meaning or construction of any provision of this Agreement of Merger. When a reference is made in this Agreement of Merger to Sections, such reference shall be to a Section of this Agreement of Merger unless otherwise indicated.

2.2. *Counterparts.* This Agreement of Merger may be executed in any number of counterparts, and each such counterpart shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement. This Agreement of Merger shall become effective when one or more counterparts have been signed by each of the Parties and delivered to the other Parties, it being understood that the Parties need not sign the same counterpart.

2.3. *Entire Agreement.* This Agreement of Merger contains the entire agreement between the Parties, with respect to the Merger, and supersedes all prior arrangements or understandings with respect to the subject matter hereof. This Agreement of Merger is not intended to confer upon any person other than the Parties hereto any rights or remedies hereunder.

2.4. *Governing Law.* THIS AGREEMENT OF MERGER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE

STATE OF DELAWARE (WITHOUT REGARD TO ANY APPLICABLE CONFLICTS OF
LAW PROVISIONS THEREOF).