

F98000000068



ACCOUNT NO. : 072100000032

REFERENCE : 912150 4320229

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 31 PM 1:38

FILED

ORDER DATE : July 31, 1998

ORDER TIME : 11:19 AM

ORDER NO. : 912150-005

CUSTOMER NO: 4320229

*merger*

CUSTOMER: Kelly A. Howley, Paralegal  
Kilpatrick Stockton, LLP  
Suite 2800  
1100 Peachtree Street  
Atlanta, GA 30309

100002604381--9

ARTICLES OF MERGER

A&E TRANSPORT SERVICES, INC.

INTO

INTERSTATE TOWING & RECOVERY,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*AS*  
8/3/98

DIVISION OF CORPORATION

98 JUL 31 PM 12:12

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

A & E TRANSPORT SERVICES, INC., a Florida corporation J92519

into

INTERSTATE TOWING & RECOVERY, INC., a Delaware corporation  
F98000000068

File date: July 31, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**A&E TRANSPORT SERVICES, INC.**  
**AND**

**INTERSTATE TOWING & RECOVERY, INC.**

FILED  
98 JUL 31 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

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.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging A&E Transport Services, Inc. with and into Interstate Towing & Recovery, Inc.

2. The shareholders of A&E Transport Services, Inc. approved and adopted the Plan of Merger by written consent on July 29, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of A&E Transport Services, Inc. with and into Interstate Towing & Recovery, Inc. is permitted by the laws of the State of Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the sole shareholder of Interstate Towing & Recovery, Inc. was executed on July 29, 1998.

**A&E TRANSPORT SERVICES, INC.**

By: Allen Johnson  
Allen Johnson, President

**INTERSTATE TOWING & RECOVERY, INC.**

By: John Maynard  
John Maynard, Vice President

PLAN OF MERGER adopted on July 29, 1998 by resolution of the Board of Directors of A&E Transport Services, Inc., a business corporation organized under the laws of the State of Florida, and adopted on July 29 1998 by resolution of the Board of Directors of Interstate Towing & Recovery, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are A&E Transport Services, Inc., a business corporation organized under the laws of the State of Florida, and Interstate Towing & Recovery, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which A&E Transport Services, Inc. plans to merge is Interstate Towing & Recovery, Inc.

1. A&E Transport Services, Inc. and Interstate Towing & Recovery, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware be merged with and into a single corporation, to wit, Interstate Towing & Recovery, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation." The separate existence of A&E Transport Services, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the State of Delaware shall be the Certificate of Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

3. The bylaws of the surviving corporation at the effective time and date of the merger will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger 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.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and retired. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. 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 Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the General Corporation Law of the State of Delaware.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Delaware, the non-surviving corporation 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 Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation 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 Plan of Merger or of the merger herein provided for.