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Florida Department of State
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**MERGER OR SHARE EXCHANGE
CROWLEY LOGISTICS, INC.**

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Merger

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D. CONNELL APR 23 2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2010 APR 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Crowley Logistics, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Apparel Transportation, Inc.	Florida	P95000038736

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 21, 2010 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 21, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Director _____

Bruce Love, Secretary

Apparel Transportation, Inc.

Bruce Love, Secretary

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

<u>Name</u>	<u>Jurisdiction</u>
<u>Crowley Logistics, Inc.</u>	<u>Delaware</u>

<u>Name</u>	<u>Jurisdiction</u>
Apparel Transportation, Inc.	Florida

Upon the effective date of the merger, all of the presently issued and outstanding shares of the Subsidiary Corporation, all of which are owned by said Crowley Logistics, Inc., shall be surrendered and cancelled and no shares of Apparel Transportation, Inc. shall be issued in exchange therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The two Constituent Corporations shall be a single corporation, which shall be Crowley Logistics, Inc. as the Surviving Corporation, and the separate existence of Apparel Transportation, Inc. shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any constituent corporation of Florida, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at Crowley Logistics, Inc., Attn: Bruce Love, 9487 Regency Square Blvd., Jacksonville, FL 32225.