

F 98000006073

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Icarus Air Cargo, Inc

Merged into:

USF Selco Worldwide, Inc

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

ICARUS AIR CARGO, INC., a Florida corporation, P940000050569

into

USF SEKO WORLDWIDE INC., an Illinois corporation F98000006073

File date: June 15, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

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

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

Name

Jurisdiction

USF Seko Worldwide Inc.

Illinois

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Icarus Air Cargo, Inc.

Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 in the future.)

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 May 1, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 May 1, 1999.

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

(Attach additional sheets if necessary)

Also Subsidiaries

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

SEE EXHIBIT A

EXHIBIT A

PLAN OF MERGER BETWEEN
USF SEKO WORLDWIDE INC.,
ICARUS AIR CARGO, INC.

PLAN OF MERGER approved on May 1, 1999 by Icarus Air Cargo, Inc. which is a business corporation organized under the laws of the State of Florida by resolution adopted by its Board of Directors on said date and approved on May 1, 1999 by USF Seko Worldwide Inc. (USF Seko) which is a business corporation organized under the laws of the State of Illinois by resolution adopted by its Board of Directors on said date.

1. Icarus Air Cargo, Inc. and USF Seko shall, pursuant to the provisions of the Florida Business Corporation Act and the Illinois Business Corporation Act of 1983 (the Acts), be merged with and into a single corporation with USF Seko being the surviving corporation upon the effective date of the merger. USF Seko shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Act. The separate existence of Icarus Air Cargo, Inc. shall cease upon the effective date of the merger in accordance with the provisions of the Act.

2. The merger shall become effective on the filing date.

3. Upon the effective date of the merger, the articles of incorporation of USF Seko shall continue in full force and effect unless changed, altered or amended in the manner prescribed by the provisions of the Act.

4. Upon the effective date of the merger, the By-Laws of USF Seko shall continue in full force and effect unless changed, altered, or amended as therein provided and the manner prescribed by the provisions of the Act.

5. The directors and officers of USF Seko upon the effective date of the merger shall continue to be members of the Board of Directors and officers of USF Seko, respectively, all of whom shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of USF Seko.

6. The number of outstanding shares of Icarus Air Cargo, Inc. is one hundred (100), all of which are one class, at no par value per share, and the number of outstanding shares of USF Seko is one hundred and two (102), all of which are one class, at no par value per share. Each issued share of Icarus Air Cargo, Inc. shall, upon the effective date of the merger, be surrendered and extinguished. The issued shares of USF Seko shall not be

converted or exchanged in any manner, and each share shall continue to represent one issued and outstanding share of USF Seko as of the effective date of the merger.

7. This Plan of Merger has been approved by the Sole Director of Icarus Air Cargo, Inc., and the Board of Directors of USF Seko by Unanimous Written Consent on May 1, 1999, in accordance with the Florida Business Corporation Act.

8. In the event that the merger of Icarus Air Cargo, Inc. with and into USF Seko shall have been fully authorized in accordance with the provisions of the Act, and USF Seko hereby stipulate that they will cause to be executed and filed and/or recorded a document or documents, prescribed by the laws of the State of Florida; and that they will cause to be performed all necessary acts to effectuate the merger.

9. The officers of the two corporations, are hereby authorized, empowered, and directed to execute such documents and take such further action as is necessary to carry out the merger.