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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

Gannon, Inc

Merging INTO:

U.S. Fleet Services, Inc

700003085137-5
-12/30/99-01091-004
*****70.00 *****70.00

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☐ NonProfit

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On Merger

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☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership **date of 28th Annual Report**

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☐ Reinstatement

☐ Reservation **Merger**

☐ Change of R.A.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GARRON, INC., a Florida corporation, L63623.

into

**U.S. FLEET SERVICES, INC., doing business in Florida as GARRON FLEET
FUELING INC., a Pennsylvania entity F99000003026**

File date: December 30, 1999 , effective January 1, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
GARRON, INC., a Florida corporation
and
U. S. FLEET SERVICES, INC., a Pennsylvania corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-00

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), GARRON, INC. ("GARRON"), a Florida corporation, and U. S. FLEET SERVICES, INC. ("U. S. FLEET"), a Pennsylvania corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are GARRON, INC. ("GARRON") and U. S. FLEET SERVICES, INC. ("U. S. FLEET").
2. GARRON is hereby merged with and into U. S. FLEET and the corporate existence of GARRON shall cease. U. S. FLEET is the surviving corporation in the merger. A copy of the Plan and Agreement of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan and Agreement of Merger was adopted by the Board of Directors and Sole Shareholder of GARRON by written consent in lieu of holding special meetings dated July 16, 1999, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and Sole Shareholder of U. S. FLEET by written consents in lieu of holding special meetings dated July 16, 1999, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective on January 1, 2000 at 12:01 a.m. after filing the Articles of Merger with the Department of State of the State of Florida in accordance with provisions of Sections 607.1105, 607.1106 and 607.1107 of the Act.

The parties have caused these Articles of Merger to be executed on December 28, 1999.

U. S. FLEET SERVICES, INC., a
Pennsylvania corporation

By: Michael A. Brown
Name: Michael A. Brown
Title: Executive Vice President

GARRON, INC., a Florida corporation

By: Michael A. Brown
Name: Michael A. Brown
Title: Executive Vice President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of the 28th day of December, 1999, by and between U.S. FLEET SERVICES, INC., a Pennsylvania corporation (hereinafter referred to as "U.S. Fleet"), and GARRON, INC., a Florida corporation (hereinafter referred to as "Garron"), the said corporations being hereinafter sometimes each referred to as a "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, U.S. Fleet is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on January 3, 1966, and having an authorized capital stock consisting of 60,000 shares of Common Stock, with a par value of \$100 per share, of which 16,000 shares are issued and outstanding; and

WHEREAS, Garron is a corporation duly organized and existing under the laws of the State of Florida, have been incorporated on April 4, 1990, and having an authorized capital stock consisting of 1,000 shares of Common Stock, \$1.00 par value, of which 250 shares are issued and outstanding.

WHEREAS, the Board of Directors and Shareholders of each of the Corporations have this day determined it to be in the best interests of the Corporations that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. Garron shall be merged with and into U.S. Fleet on the effective date hereinafter set forth, in accordance with the applicable laws of the Commonwealth of Pennsylvania, and the State of Florida and on the terms and conditions set forth in this Plan and Agreement of Merger (the "Merger"). From and after such effective date, U.S. Fleet shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a

corporation organized and existing under the laws of the Commonwealth of Pennsylvania, unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of U.S. Fleet, upon the effective date of the Merger, shall be the Articles of Incorporation of the Surviving Corporation, until altered or amended or repealed.

3. By-Laws of Surviving Corporation. The By-Laws of U.S. Fleet in force on the effective date of the Merger shall be the By-Laws of the Surviving Corporation until altered or amended or repealed.

4. Directors and Officers.

(a) The Directors of U.S. Fleet shall be the Directors of the Surviving Corporation.

(b) The officers of U.S. Fleet shall be the officers of the Surviving Corporation.

5. Shares of Constituent Corporations.

(a) Each share of capital stock of U.S. Fleet outstanding on the effective date of the merger shall thereupon, without further action, be and continue to be one (1) share of the capital stock of the Surviving Corporation.

(b) All of the authorized and outstanding shares of the capital stock of Garron and all rights and respects thereof, shall be canceled forthwith as of the effective date of the Merger. The Certificates evidencing the shares of stock shall be surrendered and canceled, without consideration.

6. Effect of Merger. Upon the Merger becoming effective:

(a) The separate corporate existence of Garron shall terminate and U.S. Fleet shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of Garron, as effectually as the

property of the Surviving Corporation as they were of Garron; and U.S. Fleet shall be subject to all debts and liabilities of Garron in the same manner as if U.S. Fleet had itself incurred them; and U.S. Fleet shall be subject to all of the restrictions, disabilities and duties of all of the Corporations, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of any of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of Garron shall be taken up on the books of U.S. Fleet in the amounts at which they shall at that time be carried on the books of Garron.

7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective upon the receipt by U.S. Fleet of all operating licenses required to operate in all jurisdictions in which Garron currently operates, and following the filing of the requisite forms of Articles of Merger with each of the Pennsylvania and Florida Secretaries of State.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers as of the day and year first above written.

U.S. FLEET SERVICES, INC., a
Pennsylvania corporation

By: Michael A. Brown
Michael A. Brown
Executive Vice President

[Corporate Seal]

Attest: Lesley A. Bachman
Lesley A. Bachman
Assistant Secretary

GARRON, INC., a Florida corporation

By: Michael A. Brown
Michael A. Brown
Executive Vice President

[Corporate Seal]

Attest: Michael A. Brown
Michael A. Brown, Secretary