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075467000342

ACCT#:

CONTACT: BETH A MARLEY  
PHONE: (305)358-5000  
(305)579-9749

FAX #:

NAME: HELLMANN INTERNATIONAL FORWARDERS, INC.

AUDIT NUMBER.....H97000018146

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...0

PAGES..... 11

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G99034

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RANK INTERNATIONAL FORWARDING, INC., a Florida corporation, G99034

INTO

**HELLMANN INTERNATIONAL FORWARDERS, INC.**, a Delaware corporation  
not qualified in Florida

File date: October 31, 1997, effective November 1, 1997

Corporate Specialist: Darlene Connell

Account number: 075467000342

Account charged: 2.50

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PHONE: (305) 358-5000  
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## ARTICLES OF MERGER

OF

HELLMANN INTERNATIONAL FORWARDERS, INC., A DELAWARE  
CORPORATION

AND

RANK INTERNATIONAL FORWARDING, INC., A FLORIDA CORPORATION

(Pursuant to §607.1101, 607.1104, 607.1105 and 607.1107 of  
Florida Business Corporation Act)

1. Hellmann International Forwarders, Inc., being validly and legally formed under the laws of the State of Delaware and in good standing thereunder and Rank International Forwarding, Inc., being validly and legally formed under the laws of the State of Florida and in good standing thereunder, have adopted a Plan of Merger, which is attached hereto as Exhibit "A".

2. Rank International Forwarding, Inc., a Florida corporation (the "Merging Corporation"), has merged into Hellmann International Forwarders, Inc., a Delaware corporation (the "Surviving Corporation").

3. The Surviving Corporation is:

**Hellmann International Forwarders, Inc.**

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101, 607.1103, 607.1104 and 607.1107 of the Florida Statutes.

5. The effective date of the Merger is November 1, 1997.

6. The Plan of Merger was unanimously adopted and approved by all of the Directors of Hellmann International Forwarders, Inc., the Surviving Corporation, as of the date hereof.

7. The Plan of Merger does not require the approval of the Directors of Rank International Forwarding, Inc., the Merging Corporation, under Florida Statutes, Section 607.1104, since the Surviving Corporation is the parent of the Merging Corporation and the Surviving Corporation owns 100% of the issued and outstanding shares of the only authorized class of shares of its subsidiary, the Merging Corporation.

8. The Plan of Merger does not require the approval of the Shareholders of either Hellmann International Forwarders, Inc., the Surviving Corporation, or Rank International Forwarding, Inc., the Merging Corporation, under Florida Statutes §607.1104, since the Surviving

This document prepared by:

Jill M. Granat, Esq.

Zuckerman Spaeder Taylor & Evans, LLP

201 S. Biscayne Blvd., Ste. 900

Miami, FL 33131 (305) 579-0110

Florida Bar No.: 884847

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Corporation is the parent of the Merging Corporation and the Surviving Corporation owns 100% of the issued and outstanding shares of the only authorized class of shares of its subsidiary, the Merging Corporation.

9. The Plan of Merger calls for the cancellation of the issued and outstanding shares of Rank International Forwarding, Inc., a Florida corporation, and shall be effectuated on November 1, 1997.

10. The shares of the Merging Corporation shall be converted into cash, such that the Stockholder of the Merging Corporation shall receive cash in exchange for its shares.

11. The shares presently existing, and the ownership therein, of the Surviving Corporation shall remain the same after the merger.

DATED: October 30, 1997

**HELLMANN INTERNATIONAL  
FORWARDERS, INC., a  
Delaware corporation**

By: 

Greg Bergeson  
President

(Corporate Seal)

**RANK INTERNATIONAL  
FORWARDING, INC., a Florida  
corporation**

By: 

David Lappin  
Vice President

(Corporate Seal)

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## EXHIBIT A

## PLAN OF MERGER

OF

HELLMANN INTERNATIONAL FORWARDERS, INC., A DELAWARE CORPORATION

AND

RANK INTERNATIONAL FORWARDING, INC., A FLORIDA CORPORATION

This Plan of Merger is dated this 25th day of October, 1997, between Hellmann International Forwarders, Inc., a Delaware Corporation, hereinafter sometimes called "Parent" and/or the "Surviving Corporation", and Rank International Forwarding, Inc., a Florida corporation, hereinafter sometimes called "Subsidiary" and/or the "Absorbed Corporation" (together, the Surviving Corporation and the Absorbed Corporation are sometimes called the "Constituent Corporations").

STIPULATIONS**WHEREAS:**

A. Parent, the Surviving Corporation, is a corporation organized and existing under the laws of the State of Delaware, with its principal office at 10450 N.W. 36th Street, Miami, Florida, and with 3,000 shares of its stock authorized and 340 shares of its stock issued and outstanding; and

B. Subsidiary, the Absorbed Corporation, is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1300 N.W. 78 Avenue, Miami, Florida, and with 500 shares of its stock authorized and 100 shares of its stock issued and outstanding, all in favor of Hellmann International Forwarders, Inc., a Delaware corporation; and

C. The Board of Directors of the Surviving Corporation deem it desirable and in the best interest of the corporation that Subsidiary be merged with Parent and have approved such merger pursuant to the provisions of Title 8, Sections 251, et seq. of the Delaware General Corporation Law and Sections 607.1101, et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the promises and mutual covenants set forth above, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

**Section One: Merger.** Subsidiary, the Absorbed Corporation, shall merge with and into Parent, which shall be the Surviving Corporation, as defined by Delaware General Corporation Law.

**Section Two: Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of the Absorbed Corporation, without the necessity for any separate transfers or conveyances. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

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**Section Three: Manner and Basis of Effecting Merger.** The mode of carrying this merger into effect, and the manner and basis of converting the shares of the Absorbed Corporation into cash is as follows:

(a) The assets of the Absorbed Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the effective date of this merger. The aggregate stated capital, capital surplus and earned surplus of the Absorbed Corporation and the Surviving Corporation shall be respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

(b) The assets of the Absorbed Corporation are currently reported in the accounts of the Absorbed Corporation at their book value. For purposes of this merger, the book value of the assets of the Absorbed Corporation shall be the cash value of the shares of such corporation. The transfer of the assets of the Absorbed Corporation to the Surviving Corporation shall be made in exchange for payment by the Surviving Corporation to the sole shareholder of the Absorbed Corporation of the cash value of the Absorbed Corporation. Because the sole shareholder of the Absorbed Corporation is the Surviving Corporation, such transfer will appear and be recorded in the books and records on the Surviving Corporation and the Absorbed Corporation but no physical exchange of cash for the shares of the Absorbed Corporation will occur.

(c) The manner and basis of canceling the shares of the Absorbed Corporation shall be effected such that after the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall cancel the shares of stock of the Absorbed Corporation. The shares presently existing, and the ownership therein, of the Surviving Corporation, having 3,000 shares of common stock, without par value, shall remain the same after the merger. There are no existing rights to acquire any shares of the Constituent Corporations.

**Section Four: Dissenting Shareholders.** Shareholders of Subsidiary who, except for the applicability of Florida Statutes, §607.1104, would be entitled to vote and who dissent from this merger pursuant to Florida Statutes, §607.1320, may be entitled if such shareholders comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**Section Five: Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, Hellmann International Forwarders, Inc., shall continue to be its Articles of Incorporation following the effective date of the merger.

**Section Six: Changes in Bylaws.** The Bylaws of the Surviving Corporation, Parent, shall continue to be its Bylaws following the effective date of the merger.

**Section Seven: Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified, as provided in the Bylaws.

**Section Eight: Prohibited Transactions.** None of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take all action necessary or appropriate under the laws of the States of Delaware and Florida to consummate this merger.

**Section Nine: Approval of Stockholders.** This Plan of Merger shall be submitted for the approval of the Directors and Stockholders, if necessary, of the Constituent Corporations in the manner provided by the applicable laws of the States of Delaware and Florida and the Bylaws of each of the Constituent

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Corporations.

**Section Ten: Effective Date of Merger.** The effective date of the merger shall be November 1, 1997.

**Section Eleven: Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporations at any time prior to November 1, 1997.

**Section Twelve: Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, pursuant to the authorization of their respective Boards of Directors on the date first above written. This Plan of Merger may be executed in multiple counterparts, each of which shall be an original, but all of which when taken together shall be deemed to constitute but one Plan of Merger.

**ABSORBED CORPORATION:**

**RANK INTERNATIONAL FORWARDING, INC., a  
Florida corporation**

*Selma Rose*  
WITNESS  
*Gregg Borgeson*  
WITNESS

By: *Gregg Borgeson*  
Gregg Borgeson, President

[CORPORATE SEAL]

**SURVIVING CORPORATION:**

**HELLMANN INTERNATIONAL FORWARDERS,  
INC., a Delaware corporation**

*Selma Rose*  
WITNESS  
*Gregg Borgeson*  
WITNESS

By: *Gregg Borgeson*  
Gregg Borgeson, President

[CORPORATE SEAL]

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**11. Effective Date of Merger.**

A. This merger shall become effective on November 1, 1997.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, power, franchises, property and assets of every kind and description of the Disappearing Corporation shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Boards of Directors and Stockholders, where necessary, of each corporation.

**DISAPPEARING CORPORATION:**

**RANK INTERNATIONAL FORWARDING,  
INC., a Florida corporation**

By:   
Gregg Borgeson, President

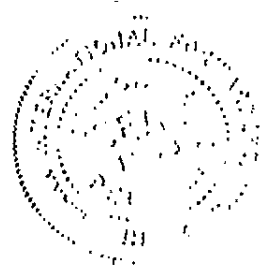
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**SURVIVING CORPORATION:**

**HELLMANN INTERNATIONAL  
FORWARDERS, INC., a Delaware corporation**

By:   
Gregg Borgeson, President

(Corporate Seal)



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## CERTIFICATE

The undersigned, as President of Hellmann International Forwarders, Inc., a Delaware corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Directors of said corporation by unanimous written consent of all the Directors of said corporation on this date, pursuant to the laws of the State of Delaware and the Bylaws of the corporation, and that the Agreement of Merger was subsequently executed by the President of the corporation pursuant to the authority granted to him for such purpose. The consent of the Stockholders is not required pursuant to Florida Statutes, §607.1104 and Title 8 of the Delaware General Corporation Law, §253.

WITNESS my hand and seal this 28<sup>th</sup> day of October, 1997.

David Rose  
WITNESS

Gregg Borgeson  
Gregg Borgeson, President

John M. Thomas  
WITNESS

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Ratified and approved as of the above date, by the all of the Directors of each of the Constituent Corporations:

HELLMANN INTERNATIONAL FORWARDERS,  
INC., a Delaware corporation

  
\_\_\_\_\_  
Gregg Borgeson, Director  
Dated: October 28, 1997

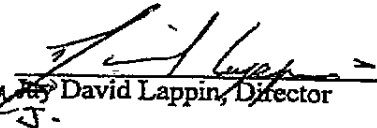
\_\_\_\_\_  
Gernot Just, Director  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Jost Hellmann, Director  
Dated: \_\_\_\_\_

  
\_\_\_\_\_  
Klaus Hellmann, Director  
Dated: October 28, 1997

RANK INTERNATIONAL FORWARDING,  
INC., a Florida corporation

  
\_\_\_\_\_  
Gregg Borgeson, Director

  
\_\_\_\_\_  
David Lappin, Director

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Ratified and approved as of the above date, by the all of the Directors of each of the Constituent Corporations:

HELLMANN INTERNATIONAL FORWARDERS,  
INC., a Delaware corporation

\_\_\_\_\_  
Gregg Borgeson, Director  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Jost Hellmann, Director  
Dated: \_\_\_\_\_

RANK INTERNATIONAL FORWARDING,  
INC., a Florida corporation

\_\_\_\_\_  
Gregg Borgeson, Director

  
\_\_\_\_\_  
Gregor Junt, Director  
Dated: 20th Oct. 1997

\_\_\_\_\_  
Klaus Hellmann, Director  
Dated: \_\_\_\_\_

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Jay David Lappin, Director

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Ratified and approved as of the above date, by the all of the Directors of each of the Constituent Corporations:

HELLMANN INTERNATIONAL FORWARDERS,  
INC., a Delaware corporation

Gregg Borgeson, Director  
*Gregg Borgeson*

Jost Hellmann, Director  
Dated: \_\_\_\_\_

Gernot Just, Director  
Dated: \_\_\_\_\_

Klaus Hellmann, Director  
Dated: \_\_\_\_\_

RANK INTERNATIONAL FORWARDING,  
INC., a Florida corporation

Gregg Borgeson, Director

Jay David Lappin, Director

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WAIVER OF NOTICEOFMAILING OF PLAN OF MERGER AND ARTICLES OF MERGER

The undersigned is the sole Shareholder of Rank International Forwarding, Inc., a Florida corporation (the "Corporation"). The Corporation is the wholly owned subsidiary of the undersigned shareholder, Hellmann International Forwarders, Inc., a Delaware Corporation.

Pursuant to Florida Statutes, Section 607.0014(3) the undersigned sole shareholder of all of the issued and outstanding shares of stock of the Corporation hereby waives notice of (i) the mailing to the undersigned of the Plan of Merger between the Corporation and Hellmann International Forwarders, Inc. and (ii) the mailing to the undersigned of the Articles of Merger of Hellmann International Forwarders, Inc. and the Corporation.

Accordingly, the undersigned hereby authorizes and directs Hellmann International Forwarders, Inc. to deliver the Articles of Merger to the Florida Secretary of State, forthwith, for filing.

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders of Rank International Forwarders, a wholly owned subsidiary of Hellmann International Forwarders, Inc., a Delaware corporation, have signed this Waiver the 30<sup>th</sup> day of October, 1997.

HELLMANN INTERNATIONAL  
FORWARDERS, INC., a Delaware  
corporation

By: 

Gregg Bergeson, Its: President

(H97000018146)