

Division of Corporations

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# J58265

Florida Department of State  
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EFFECTIVE DATE  
5-30-03

MERGER OR SHARE EXCHANGE

FIRST STUDENT, INC.

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ARTICLES OF MERGER  
OF  
TARANTO BUS CORP.  
AND  
BERGEN-PASSAIC TRANSPORT SERVICE, INC.  
INTO  
FIRST STUDENT, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporations named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Taranto Bus Corp. ("Taranto") and Bergen-Passaic Transport Service, Inc. ("BPT") into First Student, Inc. ("First Student"), as approved by the Board of Directors of the parent corporation on April 30, 2003. See attached exhibit A for addresses for each merging party and survivor.

2. The merger of Taranto and BPT with and into First Student is permitted by the laws of the jurisdiction of organization of Taranto and BPT and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Taranto and BPT was April 30, 2003.

3. As to First Student, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on April 30, 2003.

4. Shareholder approval was not required for the merger.

5. The merger herein certified shall become effective in Florida on May 30, 2003.

## EXHIBIT A

FIRST: The name and street address for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
1. <u>FIRST STUDENT, INC.</u>	<u>Florida</u>
<u>216 Haddon Avenue</u>	
<u>Suite 300</u>	
<u>Westmont, NJ 08108</u>	
<u>Florida Document/Registration Number: J58265</u>	

2. <u>BERGEN-PASSAIC TRANSPORT SERVICE, INC.</u>
<u>53 Central Avenue</u>
<u>Rochelle Park, NJ 07662</u>

3. <u>TARANTO BUS CORP.</u>
<u>170 S. Dean Street</u>
<u>Englewood, NJ 07631</u>

SECOND: The name and street address of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
<u>FIRST STUDENT, INC.</u>	<u>Florida</u>
<u>216 Haddon Avenue</u>	
<u>Suite 300</u>	
<u>Westmont, NJ 08108</u>	
<u>Florida Document/Registration Number: J58265</u>	

Executed on May 15, 2003

Bergen-Passaic Transport Service, Inc.

By: 

Name of Signer: Michael C. Murray

Capacity of Signer: Vice-President and General Counsel,  
Secretary

Taranto Bus Corp.

By: 

Name of Signer: Michael C. Murray

Capacity of Signer: Vice-President and General Counsel,  
Secretary

First Student, Inc.

By: 

Name of Signer: Michael C. Murray

Capacity of Signer: Vice-President and General Counsel,  
Secretary

PLAN OF MERGER  
OF  
BERGEN- PASSAIC TRANSPORT SERVICE, INC.  
AND  
TARANTO BUS CORP.  
INTO  
FIRST STUDENT, INC.

1. First Student, Inc. ("First Student"), which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Taranto Bus Corp. ("Taranto"), which is a business corporation of the State of New Jersey, and Bergen-Passaic Transport Service, Inc. ("BPT"), which is a business corporation of the State of New Jersey, hereby merges Taranto and BPT into First Student pursuant to the provisions of the New Jersey Business Corporation Act and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Taranto and BPT shall cease at the effective time and date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and First Student shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Taranto and BPT shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The issued shares of First Student shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of First Student.

5. The Board of Directors and the proper officers of First Student 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.