

J58265

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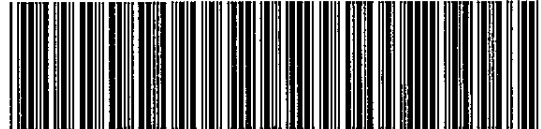
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TALLAHASSEE, FLORIDA

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03 OCT -2 PM 2:43

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-15-03

G. Ocullette OCT 02 2003



CORPORATION "SERVICE COMPANY"

ACCOUNT NO. : 072100000032
REFERENCE : 263531 4350034
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : October 1, 2003
ORDER TIME : 11:50 AM
ORDER NO. : 263531-005
CUSTOMER NO: 4350034
CUSTOMER: Ms. Suzanne McNabb, Esq.
Dinsmore & Shohl
255 E 5th Street
1900 Chemed Center
Cincinnati, OH 45202

ARTICLES OF MERGER

BRUCE TRANSPORTATION GROUP,
INC.

INTO

FIRST STUDENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
OF
BRUCE TRANSPORTATION GROUP, INC.
INTO
FIRST STUDENT, INC.**

FILED
2003 OCT -2 PM 4:45
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida business corporation and the foreign business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Bruce Transportation Group, Inc. ("Bruce") into First Student, Inc. ("First Student"). See attached Exhibit A for addresses for the merging party and survivor.

2. The merger of Bruce with and into First Student is permitted by the laws of the jurisdiction of organization of Bruce and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Bruce was September 25, 2003. The date of adoption of the Plan of Merger by the sole shareholder of Bruce was September 25, 2003.

3. The date of adoption of the Plan of Merger by the Board of Directors of First Student was September 25, 2003. The sole shareholder of First Student approved and adopted the aforesaid Plan of Merger by written consent given on September 25, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The merger herein certified shall become effective in Florida of October 15, 2003.

[SIGNATURES ON FOLLOWING PAGE]

EFFECTIVE DATE
10-15-03

Executed on September 29, 2003

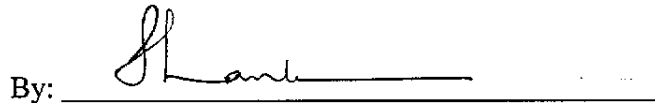
Bruce Transportation Group, Inc.

By: 

Name of Signer: Michael C. Murray

Capacity of Signer: Vice President & General Counsel, Secretary

First Student, Inc.

By: 

Name of Signer: Raj Sankar

Capacity of Signer: Chief Financial Officer

Exhibit A

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

Name and Street Address

Jurisdiction

First Student, Inc.
216 Haddon Avenue
Suite 300
Westmont, NJ 08108

Florida

Florida Document/Registration Number: J658265

Bruce Transportation Group, Inc.
271 Derry Road
Litchfield, NH 03052

New Hampshire

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

First Student, Inc.
216 Haddon Avenue
Suite 300
Westmont, NJ 08108

Florida

Florida Document/Registration Number: J658265

PLAN OF MERGER

PLAN OF MERGER adopted for **BRUCE TRANSPORTATION GROUP, INC.**, a business corporation organized under the laws of the State of New Hampshire, by resolution of its Board of Directors on September 25, 2003, and adopted for **FIRST STUDENT, INC.**, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 25, 2003. The names of the corporations planning to merge are Bruce Transportation Group, Inc. ("Bruce"), a business corporation organized under the laws of the State of New Hampshire, and First Student, Inc. ("First Student"), a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Bruce Transportation Group, Inc. plans to merge is First Student, Inc.

1. First Student and Bruce shall, pursuant to the provisions of the New Hampshire Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, First Student, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Bruce, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the New Hampshire Business Corporation Act.
2. The Articles of Incorporation of First Student, as in force and effect at the effective time and date of the merger, shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The current bylaws of First Student will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of First Student at the effective time and date of the merger shall be continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of First Student.
5. The issued shares of Bruce shall not be converted or exchanged 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. The issued shares of First Student shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of First Student.

6. The Plan of Merger herein made and approved shall be submitted to the shareholder of Bruce for its approval or rejection in the manner prescribed by the provisions of the New Hampshire Business Corporation Act and to the shareholder of the First Student for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of Bruce with and into First Student shall have been approved by the shareholder of Bruce in the manner prescribed by the provisions of the New Hampshire Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholder of First Student in the manner prescribed by the provisions of the Florida Business Corporation Act, Bruce and First Student hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Hampshire and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of Bruce and First Student, respectively, 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.