

JUN. 22. 2007 8:37AM

**K05254**  
*ATTN: SUSAN PAYNE*

NO. 389

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Florida Department of State  
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Account Number : I20000000195  
Phone : (850) 521-1000  
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**MERGER OR SHARE EXCHANGE**

**ACE EXPEDITERS, INC.**

Certificate of Status	0
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**ARTICLES OF MERGER**  
**OF ACE MERGER SUB 1, INC. INTO ACE EXPEDITERS, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Ace Expediters, Inc.	Florida	K05254

**SECOND:** The name and jurisdiction of the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Ace Merger Sub 1, Inc.	Delaware

**THIRD:** The Plan of Merger is attached hereto as **Exhibit A** and meets the requirements of Section 607.1101 of the Florida Statutes.

**FOURTH:** The Articles of Incorporation of the surviving corporation shall be amended and restated at and as of the date and time these Articles of Merger are filed with the Florida Department of State in accordance with the Plan of Merger.

**FIFTH:** The merger shall become effective at and as of the date and time these Articles of Merger are filed with the Florida Department of State.

**SIXTH:** Adoption of Merger by surviving corporation:

The Plan of Merger attached hereto was adopted by the shareholders and board of directors of the surviving corporation on June 20, 2007.


**SEVENTH:** Adoption of Merger by merging corporation:

The Plan of Merger attached hereto was adopted by the shareholders and board of directors of the merging corporation on June 15, 2007.

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**EIGHTH:** Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
Ace Expeditors, Inc.		Kenneth Halbert, President
Ace Merger Sub 1, Inc.	_____	Peter Shabecoff, President

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EIGHTH: Signatures for each corporation:

Name of Corporation

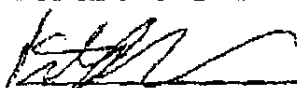
Signature

Name and Title

Ace Expeditors, Inc.

Kenneth Halbert,  
President

Ace Merger Sub 1, Inc.



Peter Shabecoff,  
President

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**EXHIBIT A**  
**Plan of Merger**

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### PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 22<sup>nd</sup> day of June, 2007, by and among Ace Expeditors, Inc., a Florida corporation ("Surviving Corporation") and Ace Merger Sub 1, Inc., a Delaware corporation ("Merging Corporation").

### RECITALS

A. Pursuant to that certain Merger Agreement by and among Ace Expeditors Holdings, Inc., Merging Corporation, Ace Merger Sub 2, Inc., Surviving Corporation, Ace Expeditors of Alabama, Inc., Kenneth Halbert and Richard Cooper dated June 18, 2007 (the "Agreement"), which more particularly sets out details of the plan of merger summarily described in this Plan of Merger, Merging Corporation desires to merge with and into Surviving Corporation.

B. The Parties desire to enter into this Plan of Merger in accordance with requirements imposed by Florida Statutes.

NOW, THEREFORE, in consideration of the mutual promises, the parties hereby agree hereto agree as follows:

1. Recitals. The recitals set forth in the Recitals above are true and correct and are hereby incorporated herein by reference.
2. Surviving Corporation. The surviving corporation is Ace Expeditors, Inc. Ace Expeditors, Inc. is incorporated in Florida.
3. Merging Corporation. The merging corporation is Ace Merger Sub 1, Inc. Ace Merger Sub 1, Inc. is incorporated in Delaware.
4. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall be amended and restated at and as of the Effective Time in accordance with the Amended and Restated Articles of Incorporation of Ace Expeditors, Inc. attached hereto as Exhibit 1.
5. Effect of Merger. As of the Effective Time, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Corporation; and all and singular, the rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation, on whatever account, as well for all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of

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the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporation, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation, shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Time, the last acting officers or shareholders of the Merging Corporation, or the corresponding officers or directors of the Surviving Corporation, may, in the name of the Merging Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Corporation's property, rights, privileges, powers, franchises, and immunities of the Merging Corporation, and otherwise to carry out the purposes of this Plan of Merger.

5. Manner of Converting Shares of Surviving Corporation into Cash and Other Consideration. As of the Effective Time, the holders of the stock of the Surviving Corporation issued and outstanding immediately preceding the Effective Time shall receive a pro rata portion of the merger consideration as determined in accordance with the provisions of the Agreement, which merger consideration shall include cash and promissory notes. The Agreement is kept on file in the Surviving Corporation's offices located at its principal address.

6. Effective Time. The "Effective Time" of the Merger shall be the date upon which the Articles of Merger of Ace Merger Sub 1, Inc. into Ace Expeditors, Inc. are filed with the Florida Department of State.

[signatures on following page]

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ACE EXPEDITERS, INC.

By:   
Kenneth Halbert, President

ACE MERGER SUB 1, INC.

By: \_\_\_\_\_  
Peter Shabecoff, President



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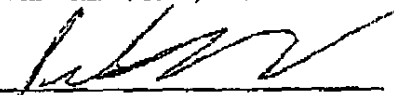
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ACE EXPEDITERS, INC.

By: \_\_\_\_\_  
Kenneth Halbert, President

ACE MERGER SUB 1, INC.

By:  \_\_\_\_\_  
Peter Shabecoff, President

[Signature Page to Plan of Merger]

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**EXHIBIT 1**

**Amended and Restated Articles of Incorporation of Ace Expeditors, Inc.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ACE EXPEDITERS, INC.**

(Under Section 607.1006 of the Florida Business Corporation Act)

**FIRST:** The name of the corporation is Ace Expediters, Inc. (the "Corporation"), Florida document number K05254.

**SECOND:** The name and address of the Corporation's registered office in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the corporation and is made a part of these Amended and Restated Articles of Incorporation.

**THIRD:** The purpose of the Corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The duration of the corporation shall be perpetual.

**FIFTH:** The total number of shares of stock that the Corporation shall have authority to issue is 1,000,000 shares, consisting of common stock, \$.01 par value per share.

**SIXTH:** The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by written ballot unless the by-laws so provide. The Corporation's board of directors is authorized to adopt, amend or repeal the Corporation's by-laws.

**SEVENTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer,

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employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**EIGHTH:** The amendments set forth herein were approved by the shareholder of the Corporation on June 22, 2007, and the number of votes cast for the amendments by the shareholder was sufficient for approval.

ACE EXPEDITERS, INC.

By:   
Peter Shabecoff, President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Cynthia L. Harris  
Asst. Vice President