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MARC Acquisition Corp. merged into:
JDR Industries, Inc.

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

NARC ACQUISITION CORP., a Delaware corporation

INTO

JDK INDUSTRIES, INC., a Florida corporation, K38552.

File date: October 22, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
MARC ACQUISITION CORP., a Delaware corporation
INTO
JDK INDUSTRIES, INC.,
a Florida corporation**

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TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1105 of the Florida 1989 Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:


FIRST: JDK Industries, Inc. (the "Surviving Corporation") is a corporation organized under the laws of the State of Florida. Marc Acquisition Corp. (the "Merged Corporation") is a corporation organized under the laws of the State of Delaware. Marc Acquisition Corp. is merging into JDK Industries, Inc.

SECOND: The Plan of Merger, attached as Annex A, was adopted by the Sole Shareholder of the Surviving Corporation on October 22, 1998. The Plan of Merger, attached as Annex A, was adopted by the Sole Shareholder of the Merged Corporation on October 22, 1998.

THIRD: The effective date of the merger is the date of filing the Articles of Merger.

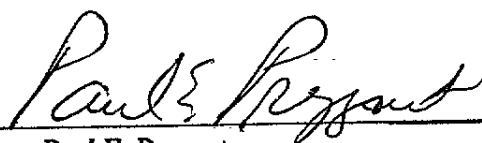
Signed this 21st day of October, 1998.

JDK INDUSTRIES, INC.
(Surviving Corporation)

By: 

Marc A. Karon
President

MARC ACQUISITION CORP.
(Merged Corporation)

By: 

Paul E. Pryzant
Vice President

ANNEX A

SUMMARY OF AGREEMENT AND PLAN OF MERGER

In accordance with Section 607.1101 *et seq.* of the Florida 1989 Business Corporation Act, the following is a summary of the Agreement and Plan of Merger dated October 22, 1998, by and among Transportation Components, Inc. dba TransCom USA, a Delaware corporation, Marc Acquisition Corp., JDK Industries, Inc., a Florida corporation, and the holders of the outstanding capital stock of JDK Industries, Inc.:

Surviving Corporation: JDK Industries, Inc., a Florida corporation ("JDK" or the "Surviving Corporation")

Merged Corporation: Marc Acquisition Corp., a Delaware corporation ("Marc" or the "Merged Corporation")

Terms and conditions of the merger:

The Articles of Incorporation of the Surviving Corporation shall remain the Articles of Incorporation of the Surviving Corporation until changed as provided by law. The By-laws of the Merged Corporation shall become and remain the By-laws of the Surviving Corporation until they shall thereafter be duly amended.

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or into money or other property in whole or part:

The manner of and consideration for converting the shares of (i) outstanding capital stock of the Surviving Corporation ("JDK Stock") and (ii) capital stock of the Merged Corporation ("Marc Stock"), issued and outstanding immediately prior to the Effective Time of the Merger (the "Effective Time"), respectively, into shares of (a) common stock of Transportation Components, Inc. dba TransCom USA, the parent of Marc ("TransCom Common Stock"), and (b) common stock of the Surviving Corporation, respectively, shall be as follows: As of the Effective Time:

- (i) each share of JDK Stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be converted into the right to receive its pro rata interest in the aggregate consideration payable to all holders of JDK Stock, which consideration shall consist of a number of shares of TransCom Common Stock and cash; and

(ii) all shares of JDK Stock, if any, that are held by JDK as treasury stock shall be canceled and retired and no shares of TransCom Stock or other consideration shall be delivered or paid in exchange therefor; and

(iii) each share of Marc Stock issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of TransCom, automatically be converted into one (1) fully paid and non-assessable share of common stock of the Surviving Corporation which shall constitute all of the issued and outstanding shares of common stock of the Surviving Corporation immediately after the Effective Time.