

L02000000952

Florida Department of State
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MERGER OR SHARE EXCHANGE

PNLF, LLC

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Jan 16, 2002 00:00 AM
Secretary of State

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SMITH TERMINAL TRANSPORTATION SERVICES, INC. A FLORIDA ENTITY

INTO

PNLF, LLC, a Florida entity, L02000000952

File date: January 18, 2002

Corporate Specialist: Agnes Lunt



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 17, 2002

PNLF, LLC
12300 N. W. 32ND AVE.
MIAMI, FL 33167

SUBJECT: PNLF, LLC
REF: L02000000952

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DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

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**ARTICLES OF MERGER
OF
SMITH TERMINAL TRANSPORTATION SERVICES, INC.,
A FLORIDA CORPORATION d/b/a/ FTS
WITH AND INTO
PNLF, LLC A FLORIDA LIMITED LIABILITY COMPANY**

In accordance with the terms and provisions of the Florida Limited Liability Company Act and the Florida Business Corporation Act, PNLF, LLC, a Florida limited liability company ("**Surviving LLC**") hereby submits the following Articles of Merger in accordance with Florida Statutes Section 608.4382 (2001), duly executed by each party to the merger:

FIRST: The exact name, street address of its principal office, jurisdiction and type of entity for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document / Registration Number</u>	<u>FEIN</u>
Smith Terminal Transportation Services, Inc., d/b/a FTS 12300 NW 32nd Avenue Miami, Florida 33167	Florida	Corporation	M10329	59-2484274

SECOND: The exact name, street address of its principal office, jurisdiction and type of entity for each **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document / Registration Number</u>	<u>FEIN</u>
PNLF, LLC 12300 NW 32nd Avenue Miami, Florida 33167	Florida	Limited Liability Company	L02000000952	Same as merging party upon effective date of merger

THIRD: The Plan of Merger attached hereto as **Exhibit "A"** (the "**Plan of Merger**") meets the requirements of Florida Statutes Section 608.438 et seq. (2001) and Florida Statutes Section 607.1108 et seq. (2001), and was unanimously approved and adopted by all of the shareholders of Smith Terminal Transportation Services, Inc., a Florida corporation d/b/a FTS (the "**Disappearing Corporation**") in accordance with Florida Statutes Section 607.1108 et seq. (2001), and all of the members of the Surviving LLC in accordance with Florida Statutes Section 608.4381 (2001).

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation or By-Laws of the Disappearing Corporation or the Articles of Organization of the Surviving LLC.

FIFTH: The merger shall be effective as of 11:59 P.M. on the date of filing of these Articles of Merger with the Florida Department of State (the "**Effective Time**").

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SIXTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this Articles of Merger as of this 16th day of January, 2002.

DISAPPEARING CORPORATION:

**SMITH TERMINAL TRANSPORTATION
SERVICES, INC.,** *a Florida corporation, d/b/a*
FTS

By: Lee E. Futernick, *President*

SURVIVING LLC:

PNLF, LLC, *a Florida limited liability company*

By: Lee E. Futernick, *Member*

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EXHIBIT "A"**PLAN OF MERGER**

We hereby submit the following plan of merger (the "Plan") in accordance with Florida Statutes Section 608.438 (2001) and Section 607.1108 (2001). The Plan has been approved by each party to the merger in accordance with Florida Statutes Section 608.4381 (2001) and Florida Statutes Chapter 607.1108 (2001).

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Smith Terminal Transportation Services, Inc., d/b/a FTS	Florida

SECOND: The exact name and jurisdiction of each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PNLF, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

(a) **Merger.** In accordance with Florida Statutes Section 608.438 (2001) and Section 607.1108, the merging party, Smith Terminal Transportation Services, Inc., a Florida corporation d/b/a FTS (the "Disappearing Corporation") shall merge with and into the surviving party, PNLF, LLC, a Florida limited liability company ("Surviving LLC") as of 11:59 P.M. on the date of filing of these Articles of Merger with the Florida Department of State (the "Effective Time"). At the Effective Time, the separate existence of the Disappearing Corporation shall cease and the Surviving LLC shall continue to exist under and be governed by the Florida Limited Liability Company Act (the "Act").

(b) **Articles of Organization.** The Articles of Organization of the Surviving LLC, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Organization of the Surviving LLC immediately following the Effective Time and until further amended as permitted by law.

(c) **Officers.** The officers, if any, of the Surviving LLC in office immediately prior to the Effective Time shall continue to be the officers, if any, of the Surviving LLC immediately following the Effective Time and shall hold office in accordance with the Articles of Organization of the Surviving LLC.

(d) **Effect of Merger.** As of the Effective Time, the separate existence of the Disappearing Corporation shall cease and the Surviving LLC shall be fully vested with all rights, privileges, properties, immunities, disabilities and duties of the Disappearing Corporation as more particularly set forth in Sections 608.4383 and 607.11101 of the Florida Statutes (2001).

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FOURTH:

(a) **Conversion of Interests.** The manner and basis for converting the interests of the Disappearing Corporation into the interests of the Surviving LLC are as follows as of the Effective Time: (i) each share of common stock of the Disappearing Corporation shall, by operation of the merger, cease to represent an interest in the Disappearing Corporation, and shall instead represent only the right to receive the Merger Consideration (as hereinafter defined) payable to the holder thereof as set forth in Section (b) of this Article FOURTH; and (ii) the Surviving LLC shall distribute the Merger Consideration to the shareholder of the Disappearing Corporation as set forth in Section (b) of this Article FOURTH.

(b) **Merger Consideration.** As of the Effective Time, the Surviving LLC shall distribute to the shareholder of the Disappearing Corporation all of the limited liability company membership interests in the Surviving LLC (the "Merger Consideration").

(c) **Rights to Acquire Interests.** There are no rights to acquire any interest in the Disappearing Corporation or the Surviving LLC.

FIFTH: Other provisions relating to the merger are as follows:

(a) **Management.** The surviving LLC shall not be managed by one or more managers.

(b) **Succession and Assignment.** This Plan of Merger shall be binding upon and inure to the benefit of the parties named herein and their respective successors, permitted assigns, distributees, heirs, and grantors of any revocable trusts of a party hereto.

(c) **Amendments and Waivers.** No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the parties hereto. No waiver by any party of any breach, default or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default or misrepresentation or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing, signed by the waiving party, to be effective.

(d) **Severability.** Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

(e) **Further Assurances.** Each party hereto shall, at the reasonable request of the other party, execute and deliver to the other party all further documents, instruments, assignments and assurances, and take any actions reasonably requested by the other party that are reasonably necessary to effect the merger and otherwise to carry out the terms and provisions of this Plan of Merger.

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01/18/2002

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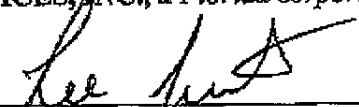
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The parties hereto have executed this Agreement as of the 16th day of January, 2002, as evidence that they agree, accept and adopt this Plan of Merger.

DISAPPEARING CORPORATION:

**SMITH TERMINAL TRANSPORTATION
SERVICES, INC., a Florida corporation, d/b/a
FTS**

By: _____


Lee E. Futernick, *President*

SURVIVING LLC:

PNLF, LLC, a Florida limited liability company

By: _____


Lee E. Futernick, *Member*

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