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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

January 12, 2000

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Forward Logistics Group of Melbourne, Inc.; Merger with and into Forward
Logistics Group, Inc.

500003099225--4

-01/14/00--01074--023

*****78.75 *****78.75

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Merger of Forward
Logistics Group of Melbourne, Inc. with and into Forward Logistics Group, Inc., together
with a check for \$78.75 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return one (1) certified copies to
this office. Please call with any questions you may have.

Very truly yours,

Self

William P. Weatherford, Jr.

*Merger
1-25-00
PWT*

WPWjr
Enclosures
cc: John Jordan

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

00 JAN 14 AM 11:38

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORWARD LOGISTICS GROUP OF MELBOURNE, INC., a Florida corporation,
P97000001213

INTO

FORWARD LOGISTICS GROUP, INC., a Florida entity, L05775

File date: January 14, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER OF
FORWARD LOGISTICS GROUP OF MELBOURNE, INC. WITH AND INTO
FORWARD LOGISTICS GROUP, INC.**

Pursuant to the provisions of Section 607.1104 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of FORWARD LOGISTICS GROUP OF MELBOURNE, INC., a Florida corporation, with and into FORWARD LOGISTICS GROUP, INC., a Florida corporation, with FORWARD LOGISTICS GROUP, INC. being the surviving corporation, as set forth on Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Board of Directors of FORWARD LOGISTICS GROUP, INC. by written consent as of January 3, 2000. Because FORWARD LOGISTICS GROUP, INC. is the holder of all of the issued and outstanding shares of stock of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. no notification is required to be given to shareholders of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. No shareholder action was required of FORWARD LOGISTICS GROUP, INC.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED as of January 3, 2000.

FORWARD LOGISTICS GROUP OF
MELBOURNE, INC.

By: _____

John P. Jordan, President

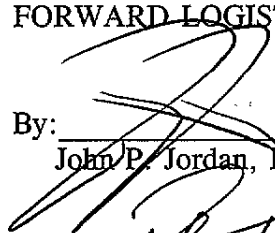
Attest: _____

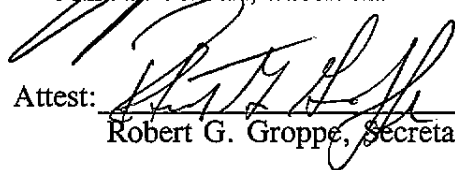
Robert G. Groppe, Secretary

FILED
JAN 14 2000
TALLAHASSEE, FLORIDA

00 JAN 14 AM 11:38

FORWARD LOGISTICS GROUP, INC.

By: 
John P. Jordan, President

Attest: 
Robert G. Groppe, Secretary

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EXHIBIT "A"

PLAN OF MERGER OF FORWARD LOGISTICS GROUP OF MELBOURNE, INC. WITH AND INTO FORWARD LOGISTICS GROUP, INC.

1. FORWARD LOGISTICS GROUP OF MELBOURNE, INC., a Florida corporation, shall merge with and into FORWARD LOGISTICS GROUP, INC., a Florida corporation, with FORWARD LOGISTICS GROUP, INC. as the surviving corporation. FORWARD LOGISTICS GROUP OF MELBOURNE, INC. is a wholly-owned subsidiary of FORWARD LOGISTICS GROUP, INC.

2. Upon the consummation of the merger of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. with and into FORWARD LOGISTICS GROUP, INC., the separate existence of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. shall cease. FORWARD LOGISTICS GROUP, INC., as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of FORWARD LOGISTICS GROUP, INC. shall not be affected by the merger and upon the merger, FORWARD LOGISTICS GROUP, INC., without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. prior to the merger as provided in §607.1106 of the Florida Statutes. Further, as provided in §607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with FORWARD LOGISTICS GROUP OF MELBOURNE, INC. shall be preserved and remain unimpaired by the merger, all liens upon the properties of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of FORWARD LOGISTICS GROUP OF MELBOURNE, INC. shall henceforth attach to FORWARD LOGISTICS GROUP, INC. and may be enforced against FORWARD LOGISTICS GROUP, INC. to the same extent as if such obligations and duties has been incurred by FORWARD LOGISTICS GROUP, INC.. Additionally, any existing claim or action or proceeding pending by or against FORWARD LOGISTICS GROUP OF MELBOURNE, INC. or FORWARD LOGISTICS GROUP, INC. may be continued as if the merger did not occur or FORWARD LOGISTICS GROUP, INC. may be substituted in such proceedings for FORWARD LOGISTICS GROUP OF MELBOURNE, INC.

3. Because FORWARD LOGISTICS GROUP, INC. is the holder of all of the issued and outstanding shares of stock of FORWARD LOGISTICS GROUP OF MELBOURNE, INC., it is not necessary for any conversion of the shares of FORWARD LOGISTICS GROUP OF MELBOURNE, INC., into shares of FORWARD LOGISTICS GROUP, INC.

4. The Articles of Incorporation of FORWARD LOGISTICS GROUP, INC. in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of FORWARD LOGISTICS GROUP, INC.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

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