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TALLAHASSEE, FLORIDA

D. BRUCE
AUG 01 2012
EXAMINER

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JAMES D. JOHNSON
KRISTA B. LOCKYEAR
KEITH A. SERMERSHEIM
JEFFREY W. HENNING (ii, iii)
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KYLER RUDOLPH (ii)
LAUREN E. DIMMITT (ii)
JUSTIN L. GRINER (iv, v)

R. STEVEN KROHN
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(iv) ALSO ADMITTED IN IOWA
(v) ALSO ADMITTED IN NEBRASKA
(vi) ALSO ADMITTED IN DISTRICT OF COLUMBIA

*REGISTERED INDIANA
CIVIL MEDIATOR

July 24, 2012

FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: CFX Logistics, Inc.
Astra/CFX Holdings, LLC
Articles of Merger

Gentlemen:

Enclosed please find three (3) fully executed copies of Articles of Merger of CFX Logistics, Inc. Astra/CFX Holdings, LLC, reflecting CFX Logistics, Inc. is merging into Astra/CFX Holdings, LLC. Please file these Articles of Merger with your office and return to our office two (2) copies of the same, with your acceptance stamped thereon in the enclosed, self-addressed, postage prepaid envelope.

To cover the cost of filing the Articles of Merger, we are enclosing our check in the amount of Seventy Dollars (\$70.00).

We shall appreciate receiving the filed and approved copies of the Articles of Merger at your earliest convenience.

Very truly yours,

RUDOLPH, FINE, PORTER & JOHNSON, LLP

By: 

Marc D. Fine
mdf@rfpj.com

MDF:cds
Enclosures

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**ARTICLES OF MERGER
OF
CFX LOGISTICS, INC., a Florida corporation, as the non-surviving corporation
INTO
ASTRA/CFX HOLDINGS, LLC, a Florida limited liability company (the surviving limited
liability company)**

The undersigned, ASTRA/CFX HOLDINGS, LLC, (hereinafter referred to as the "Surviving Limited Liability Company"), a Florida limited liability company desiring to effect a merger of CFX Logistics, Inc., a Florida corporation, (hereinafter referred to as the "Merging Corporation"), into the Surviving Limited Liability Company, in compliance with the requirements of the Florida Business Corporation Act, ch. 607.0101 to 607.193, Florida Statutes, (hereinafter referred to as "FBCA") and the Florida Limited Liability Company Act, as amended, ch. 608.401 to 608.705, Florida Statutes (hereinafter referred to as the "FLLCA") and acting by its duly authorized officers and Manager, respectively, hereby certifies the following facts:

ARTICLE I
Plan of Merger

The plan of Agreement and Plan of Merger containing such information, as required by ch. 607.1108, Florida Statutes, is attached hereto as "Exhibit A" and made a part hereof (hereinafter referred to as the "Agreement and Plan of Merger").

ARTICLE II
Surviving Limited Liability Company

The name of the limited liability company surviving the merger is ASTRA/CFX HOLDINGS, LLC, and such name has not changed as a result of the merger. The surviving limited liability company, a Florida limited liability company, was organized on May 1, 2009, with its principal office located at 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

ARTICLE III
Registered Office and Agent of Surviving Limited Liability Company

The registered agent of the Surviving Limited Liability Company is Thomas R. Przybojewski. The registered office for service of process is 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

ARTICLE IV
Management of Surviving Limited Liability Company

The Surviving Limited Liability Company will be managed by a Manager or Managers.

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ARTICLE V
Non-surviving Corporation

The name of the merging corporation is CFX Logistics, Inc., a Florida corporation, was incorporated on April 7, 1994.

ARTICLE VI
Manner of Adoption and Vote of Non-surviving Corporation

The Agreement and Plan of Merger was authorized by the Merging Corporation in accordance with the laws of the State of Florida as follows:

1. Action by Directors. At a meeting of the Board of Directors of the Merging Corporation, held June 4, 2012, a resolution was adopted approving the Agreement and Plan of Merger, directing that it be submitted to the shareholders of such Corporation and recommending that such shareholders approve the Agreement and Plan of Merger.

2. Action by Shareholders. At a meeting the shareholders of the Merging Corporation, held June 4, 2012, the shareholders authorized adoption of the Agreement and Plan of Merger.

ARTICLE VII
Manner of Adoption and Vote of Surviving Limited Liability Company

At a meeting of the Members and the Manager of the Surviving Limited Liability Company, held June 4, 2012, the adoption of the Agreement and Plan of Merger was authorized.

ARTICLE VIII
Effective Time

The "Effective Time of the Merger" with respect to the merger hereby effectuated shall be as of the close of business on the date of filing with the Department of State of Florida.

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IN WITNESS WHEREOF, the undersigned, being a duly authorized representative of Surviving Limited Liability Company executes these Articles of Merger and verifies and affirms, subject to penalties for perjury, that each business entity that is a party to this merger has approved the plan of merger according to Florida law.

Dated this 4 day of June 2012, ~~2011~~.

ASTRA/CFX HOLDINGS, LLC

By: [Signature]
Sharon A. McTurk, Manager

"Surviving Limited Liability Company"

CFX Logistics, Inc.

By: [Signature]
Sharon A. McTurk, President

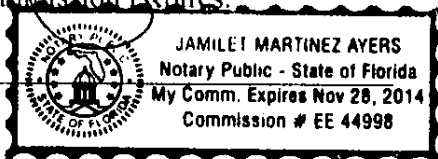
"Merging Corporation"

STATE OF FLORIDA)
COUNTY OF Broward) SS:
)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the above-named Sharon A. McTurk, Manager, of ASTRA/CFX HOLDINGS, LLC, a Florida limited liability company, and acknowledged the execution of the above and foregoing instrument as her free and voluntary act and deed for and on behalf of said limited liability company.

WITNESS my hand and Notarial Seal this 4 day of June, 2012, ~~2011~~.

[Signature]
Notary Public
My Commission Expires:



Jamie Ayers
Printed Signature
My County of Residence:

Broward

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TALLAHASSEE, FLORIDA

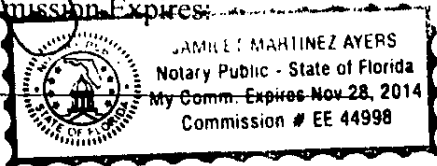
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STATE OF FLORIDA)
) SS:
COUNTY OF Broward)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the above-named Sharon A. McTurk, President, of CFX Logistics, Inc., a Florida corporation, and acknowledged the execution of the above and foregoing instrument as her free and voluntary act and deed for and on behalf of said corporation.

WITNESS my hand and Notarial Seal this 4 day of June, 2012, 2011.

Notary Public
My Commission Expires:



Jamile Ayers
Printed Signature

My County of Residence:

Broward

This instrument prepared by: Marc D. Fine

Rudolph, Fine, Porter & Johnson, LLP
221 N.W. Fifth Street
P. O. Box 1507
Evansville, Florida 47706-1507
Telephone: (812) 422-9444
Facsimile: (812) 421-7459

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, duly made and entered into this ____ day of 6-1-2012, ~~2011~~, by and between CFX LOGISTICS, INC. a/k/a Astra/CFX Logistics, Inc., a Florida corporation, (hereinafter referred to as the "Merging Corporation"), and ASTRA/CFX HOLDINGS, LLC, an Florida limited liability company, (hereinafter referred to as the "Surviving Limited Liability Company").

Recitals:

A. The Merging Corporation is a certified minority business enterprise and a party to a supply agreement with BMW MC and a service agreement with Navistar.

B. The Surviving Limited Liability Company as successor in interest will recertify itself and its wholly owned limited liability companies as minority business enterprises.

C. The merger of the Merging Corporation into the Surviving Limited Liability Company will provide for economies and efficiencies and will allow the supply and service contracts of the Surviving Limited Liability Company to be contributed to its wholly owned limited liability companies and performed in accordance with the terms and conditions of each such contract.

D. Both of the business entities which are parties to this Agreement, in consideration of the mutual agreements of each entity as set forth herein, do deem it advisable and generally beneficial to the welfare of each of said business entities that the Merging Corporation should be merged into the Surviving Limited Liability Company, as authorized by the statutes of the State of Florida and under and pursuant to the terms hereinafter set forth.

Agreement

NOW, THEREFORE, the business entities which are parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions herein contained, do hereby agree that the Surviving Limited Liability Company shall merge with the Merging Corporation and likewise that the Merging Corporation shall merge into the Surviving Limited Liability Company, pursuant to the statutes of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the carrying into effect of the same, as follows:

I. NAMES OF BUSINESS ENTITIES. "CFX Logistics, Inc." is the name of the Merging Corporation proposing to merge into the Surviving Limited Liability Company. "Astra/CFX Holdings, LLC" is the name of the Surviving Limited Liability Company into which the Merging Corporation proposes to merge. "Astra/CFX Holdings, LLC" shall be the name of the Surviving Limited Liability Company.

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II. TERMS AND CONDITIONS OF MERGER.

- (a) Operating Agreement. All parties in interest have agreed to the terms of the proposed Operating Agreement.
- (b) Management. The business and affairs of the Company will be vested in a Manager except in regard to matters and decisions reserved for Members by the Operating Agreement.
- (c) Manager. The Manager of the Surviving Limited Liability Company will be Sharon A. McTurk whose business address is 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313. Her tenure and duties are controlled by the terms of the Operating Agreement.
- (d) Membership vote. On matters where Members execute decision making power as specified by the Operating Agreement, Members are given the allocation of voting or decision making power that is granted by the Operating Agreement.
- (e) Effect of Merger. Upon the effective date of this merger: (i) the separate existence of the Merging Corporation shall cease and the Merging Corporation shall at that time be merged into the Surviving Limited Liability Company, in accordance with the provisions of this Agreement, which Surviving Limited Liability Company shall possess all of the rights, privileges, powers and franchises, of public and private nature, and shall be subject to all the restrictions and duties of each of the business entities which are parties to this Agreement, and all property, real, personal and mixed and all debts due to each business entity prior to this Agreement shall be vested in the Surviving Limited Liability Company; and (ii) all property, rights and privileges, powers, licenses and franchises, and all and every other interest shall be thereafter the property of the Surviving Limited Liability Company as they were of the respective business entities hereby merged, and the title to any real estate, whether by deed or otherwise, vested in either of said business entities which are parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon property of either business entity which is a party hereto shall be preserved and unimpaired and all debts, liabilities and duties of the Merging Corporation shall henceforth be assumed and paid by the Surviving Limited Liability Company, and may be enforced against the Surviving Limited Liability Company to the same extent as if said debts, liabilities and duties had been incurred or contracted for by said Surviving Limited Liability Company.

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- (f) Additional Instruments. In the event that any further assignments or assurances are necessary or desirable to vest the Surviving Limited Liability Company, according to the terms hereof, with title to any property rights of the Merging Corporation, the proper officers and directors of said Merging Corporation shall and will execute and convey all such proper assignments and assurances and do all things necessary, proper, or desirable to vest title of such property or rights of said corporation in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.
- (g) Amendment of Agreement. The Surviving Limited Liability Company reserves the right to amend, alter, change or repeal any provision contained in this Agreement, except as to the debts, liabilities and duties of the Merging Corporation herein assumed, including the right to amend, alter or change any of the provisions of the Articles of Organization or Operating Agreement of the Surviving Limited Liability Company, provided that said amendment, alteration or change shall be according to and in full compliance with the Florida statutes now or hereafter applicable to domestic limited liability company.

III. MANNER AND BASIS OF CONVERTING SHARES OF CAPITAL STOCK OF MERGING CORPORATION INTO MEMBERSHIP UNITS OF SURVIVING LIMITED LIABILITY COMPANY. The manner of converting the outstanding shares of capital stock of the Merging Corporation into membership units of the Surviving Limited Liability Company shall be as follows:

Each stockholder of the Merging Corporation, upon the surrender of all such stockholders' certificates of stock in said Merging Corporation for cancellation of such shares, shall be entitled to receive and shall receive from the Surviving Limited Liability Company one one-thousandth (1/1000) membership unit of the Surviving Limited Liability Company in exchange for each share of common stock of the Merging Corporation surrendered by such stockholder. As a result of the above, immediately after the merger provided for herein, the Surviving Limited Liability Company shall have 1,000 total units outstanding as follows:

Sharon A. McTurk 1,000 units

Additional units may be created after the merger pursuant to the Operating Agreement.

IV. COMPLIANCE WITH THE LAWS REGARDING MERGER. Both the Merging Corporation and the Surviving Limited Liability Company shall take whatever steps are necessary for compliance with the laws of the State of Florida concerning merger of the respective business entities and cross-species merger. There shall be executed and filed with the Florida Department of State the Articles of Merger and the Agreement and Plan of Merger, the signatures of the parties hereto, and the manner of the adoption of such Articles of Merger.

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V. RESTATEMENT OF PROVISIONS OF ARTICLES OF ORGANIZATION OF SURVIVING LIMITED LIABILITY COMPANY AS MAY BE DEEMED NECESSARY OR ADVISABLE TO GIVE EFFECT TO THE PROPOSED MERGER. The Articles of Organization of the Surviving Limited Liability Company shall remain unchanged and in full force and effect, and they shall upon the effective date of this merger constitute the Articles of Organization of the Surviving Limited Liability Company.

VI. EFFECTIVE DATE OF MERGER. The effective date of this Agreement and Plan of Merger shall be as of the close of business on 6-4-2012, 2011 upon which date, as hereinabove set forth: (i) all assets of the Merging Corporation shall be transferred to the Surviving Limited Liability Company; (ii) the Surviving Limited Liability Company shall assume all of the liabilities of the Merging Corporation; and (iii) all outstanding common stock in the Merging Corporation shall be converted to and exchanged for units of the Surviving Limited Liability Company.

IN WITNESS WHEREOF, the business entity parties hereto have caused this Agreement and Plan of Merger to be executed by the President of the Merging Corporation and the of the Surviving Limited Liability Company, as the act of each of said business entities, on the day and year first hereinabove set forth.

CFX Logistics, Inc.

By: [Signature]

Sharon A. McTurk, President

APPROVED this 4 day of June, ~~2011~~, 2012

"Merging Corporation"

ASTRA/CFX HOLDINGS, LLC

By: [Signature]

Sharon A. McTurk, Manager

APPROVED this 4 day of June, ~~2011~~, 2012

"Surviving Limited Liability Company"

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TALLAHASSEE, FLORIDA

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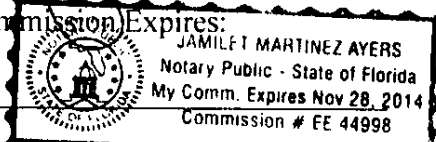
STATE OF FLORIDA)
) SS:
COUNTY OF Broward)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the above-named Sharon A. McTurk, President, of CFX Logistics, Inc., an Florida corporation, and acknowledged the execution of the above and foregoing instrument as her free and voluntary act and deed for and on behalf of said corporation.

WITNESS my hand and Notarial Seal this 4 day of June, 2012.

Notary Public

My Commission Expires:



Printed Signature

My County of Residence:

Broward

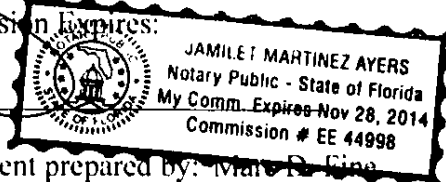
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Before me, the undersigned, a Notary Public in and for said County and State, personally appeared the above-named Sharon A. McTurk, Manager, of ASTRA/CFX HOLDINGS, LLC, an Florida limited liability company, and acknowledged the execution of the above and foregoing instrument as her free and voluntary act and deed for and on behalf of said limited liability company.

WITNESS my hand and Notarial Seal this 4 day of June, 2012.

Notary Public

My Commission Expires:



Printed Signature

My County of Residence:

Broward

This instrument prepared by: Marc R. Fine

Rudolph, Fine, Porter & Johnson, LLP

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