



# L10593

ACCOUNT NO. : 072100000032

REFERENCED *Patricia Page* 601420 7111512

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 1997

ORDER TIME : 3:21 PM

ORDER NO. : 601420-005

800002349828--2

CUSTOMER NO: 7111512

CUSTOMER: Ms. Stephanie A. Thomas  
Coach Usa  
One Riverway  
Suite 600  
Houston, TX 770561903

ARTICLES OF MERGER

COACH XXIV ACQUISITION, INC.

INTO

TRYKAP TRANSPORTATION  
MANAGEMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

**FILED**  
97 NOV 17 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 NOV 17 PM 4:14  
DEPARTMENT OF CORPORATION

11/18  
*Joy merger*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

COACH XXIV ACQUISITION, INC., a Delaware corporation, not authorized in  
Florida

INTO

TRYKAP TRANSPORTATION MANAGEMENT, INC., a Florida corporation,  
L10593.

File date: November 17, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

FILED

OF

97 NOV 17 PM 4:26

COACH XXIV ACQUISITION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND

TRYKAP TRANSPORTATION MANAGEMENT, INC.

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Coach XXIV Acquisition, Inc. with and into TryKap Transportation Management, Inc.

2. The merger of Coach XXIV Acquisition, Inc. with and into TryKap Transportation Management, Inc. is permitted by the laws of the jurisdiction of organization of Coach XXIV Acquisition, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Coach XXIV Acquisition was November 11, 1997.

3. The shareholders of TryKap Transportation Management, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on November 11, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be November 12, 1997.

Executed on November 12, 1997.

COACH XXIV ACQUISITION, INC.

By: 

Name: Douglas M. Cerny

Title: President

TRYKAP TRANSPORTATION  
MANAGEMENT, INC.

By: 

Name: Jay Michael Kaplan

Title: President

**PLAN OF MERGER** adopted for Coach XXIV Acquisition, Inc. a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on August 29, 1997, and adopted for TryKap Transportation Management, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 22, 1989. The names of the corporations planning to merge are Coach XXIV Acquisition, Inc. a business corporation organized under the laws of the State of Delaware, and TryKap Transportation Management, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Coach XXIV Acquisition, Inc. plans to merge is TryKap Transportation Management, Inc.

1. Coach XXIV Acquisition, Inc. and TryKap Transportation Management, Inc. shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, TryKap Transportation Management, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Coach XXIV Acquisition, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time of the merger be canceled and retired. Each issued share of the surviving corporation shall be exchanged for the right to receive its pro rata interest in the cash and common stock of Coach USA payable to all holders of common stock of the surviving corporation, and shall continue to represent all of the issued and outstanding shares of common stock of the surviving corporation after the effective time of the merger.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed

by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.