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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TCX INTERNATIONAL, INC.

AUDIT NUMBER.....H97000005323

DOC TYPE.....MERGER OR SHARE EXCHANGE

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1997

TCX INTERNATIONAL, INC.
3101 NW 74TH ST.
MIAMI, FL 33122USSUBJECT: TCX INTERNATIONAL, INC.
REF: M00990

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

Please entitle page 2 "Articles of Merger".

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 (904) 487-6908.

Steven Harris
Corporate SpecialistFAX Aud. #: H97000005323
Letter Number: 597A00016322

-- Articles of merger were not included in first rejection --

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TCX AIRFREIGHT, INC., a Florida corporation, 584748

INTO

TCX INTERNATIONAL, INC., a Florida corporation, M00990.

File date: April 1, 1997

Corporate Specialist: Steven Harris

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ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is TCX INTERNATIONAL, INC., a Florida corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Section 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger will become effective the date of the filing of the Articles of Merger by the Secretary of State.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Shareholders of TCX AIRFREIGHT, INC. and TCX INTERNATIONAL, INC., both Florida corporations.

7. The Plan of Merger calls for cancellation of the issued shares of TCX AIRFREIGHT, INC., a Florida corporation.

TCX AIRFREIGHT, INC.

BY: Roy Jacobs
ROY JACOBS, President

Attest: Jay B. Miranda
JAY B. MIRANDA, Secretary

TCX INTERNATIONAL, INC.

BY: Roy Jacobs
ROY JACOBS, President

Attest: Jay B. Miranda
JAY B. MIRANDA, Secretary

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AGREEMENT AND PLAN OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT and Plan of Merger made this 3rd day of March, 1997, by and between TCZ AIRFREIGHT, INC., a corporation duly organized under the laws of the State of Florida (hereinafter referred to as "AIRFREIGHT" and/or the "ABSORBED CORPORATION", and TCZ INTERNATIONAL, INC., a corporation duly organized under the laws of the State of Florida (hereinafter referred to as "INTERNATIONAL" and/or the "SURVIVING CORPORATION").

STIPULATIONS

A. "AIRFREIGHT" is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on September 13, 1978, under charter No. 584748 issued by the Secretary of the State of Florida.

B. "AIRFREIGHT" has a capitalization of Six Thousand (6,000) authorized shares of \$1.00 PAR VALUE common stock, of which 2000 shares are issued and outstanding.

C. "INTERNATIONAL", is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 23, 1984 and under charter No. M00990 issued by the Secretary of the State of Florida.

D. "INTERNATIONAL" has a capitalization of 70 authorized shares of \$100.00 PAR VALUE common stock, of which 10 shares are issued and outstanding.

E. The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholder that "AIRFREIGHT" be merged into "INTERNATIONAL" being the SURVIVING CORPORATION, pursuant to the provisions of Section 607.1101 et seq. of the Florida General Corporation Act; and as amended, in order that the transaction qualify as a reorganization within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1954 and as amended.

NOW THEREFORE, in consideration of the premises, the mutual covenants and other provisions and agreements contained herein, it is hereby agreed by and between the parties, and in accordance with the corporation laws of the State of Florida, permitting the merger of domestic corporation into other domestic corporations, and subject to the terms and conditions hereinafter set forth, as follows:

Guido Aguilera, Esq.
FBN. 135749
(305) 445-8748
815 Ponce de Leon
Coral Gables, FL 3314

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"ARTICLES OF MERGER"

ARTICLE I

MERGER

"AIRFREIGHT" is hereby merged into "INTERNATIONAL", with the laws of the State of Florida governing the surviving Corporation, "INTERNATIONAL".

ARTICLE II

NAME

The surviving corporation, "INTERNATIONAL" shall continue to be named "TCI INTERNATIONAL, INC." and shall continue to operate as such under the laws of the State of Florida.

ARTICLE III

Change in Articles of Incorporation

The articles of incorporation of the surviving corporation "INTERNATIONAL" shall continue to be its articles of incorporation following the effective date of the merger.

ARTICLE IV

Change in Directors and Officers

The Directors and Officers of the SURVIVING CORPORATION, "INTERNATIONAL" on the effective date of the merger shall be a follows:

NAMES

ADDRESS

JACK B. COOK
Chairman, Vice-President
and Director

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

ROY JACOBS
President and Director

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

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JOHN F. MAYPOLE
Vice-President and Director

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

JAY B. MIRANDA
Secretary

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

MELVYN BRUNT
Treasurer and Director

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

CHARLES MAYPOLE
Director

3101 N.W. 74TH AVENUE
MIAMI, FL. 33122

ARTICLE V

Exchange of Stock

Notwithstanding, all of the Shareholders of the capital stock issued and outstanding of "AIRFREIGHT" and "INTERNATIONAL" at the effective date of the Merger, the same Shareholders with same proportions of shares issued in both Corporations, the manner of converting the capital stock of "AIRFREIGHT" into the capital stock of "INTERNATIONAL", the surviving corporation, shall be as follows:

1. "AIRFREIGHT". All of the issued and outstanding shares of the capital stock of "AIRFREIGHT" will be canceled upon the effective date of the merger.

2. "INTERNATIONAL". None of the shares of the capital stock of "INTERNATIONAL" issued and outstanding at the effective date of the merger shall be issued as a result of this merger, being "INTERNATIONAL", the SURVIVING CORPORATION.

ARTICLE VI

Effective date

The merger shall become effective as of the date of filing the certificate.

ARTICLE VII

Upon the effective date of the merger, "AIRFREIGHT" shall cease to exist separately, and shall be merged with and into

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"INTERNATIONAL" being the SURVIVING CORPORATION.

The Surviving Corporation shall succeed to, without further transfer, and shall possess and enjoy all the rights, titles, privileges, immunities, powers and franchises, whether or not their terms, both of a public and private nature, and be subject to all restrictions, disabilities and duties of "AIRFREIGHT" and all property real personal and mixed and all debts due to "AIRFREIGHT" on whatever accounts, for stock subscriptions as well as for all other things in action or belonging to "AIRFREIGHT" shall be vested in "INTERNATIONAL", the SURVIVING CORPORATION; and, all property, rights, privileges, immunities, powers and franchises and all and every other interests of "AIRFREIGHT" shall hereafter be effectively the property of the SURVIVING CORPORATION as they were of "AIRFREIGHT".

The title to any and all real estate vested by deed or otherwise in "AIRFREIGHT" shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of "AIRFREIGHT" shall be preserved unimpaired, being such property effected by such liens at the effective date of the merger, and "AIRFREIGHT" may be deemed to continue in existence in order to preserve the same, and all debts, liabilities, duties and obligations of "AIRFREIGHT" shall forthwith attach to the SURVIVING CORPORATION and may be enforced against it to the same extent as if said debts, liabilities, duties and obligations, including, but not limited to, the existing obligations of TCX AIRFREIGHT, INC. contained in the following Agreements: (i) Stock Purchase Agreement by and between DAVIES, TURNER & CO., a New Jersey corporation, U.S. CONSOLIDATORS INTERNATIONAL CORP., a New Jersey corporation, PEACH STATE REAL ESTATE HOLDING COMPANY, a Georgia Partnership, TCX AIRFREIGHT, INC., a Florida corporation, TCX INTERNATIONAL, INC., a Florida corporation, et al, dated August 15, 1996; (ii) Stock Pledge Agreement by and between DAVIES, TURNER & CO., a New Jersey corporation, U.S. CONSOLIDATORS INTERNATIONAL CORP., a New Jersey corporation, PEACH STATE REAL ESTATE HOLDING COMPANY, a Georgia Partnership, TCX AIRFREIGHT, INC., a Florida corporation, TCX INTERNATIONAL, INC., a Florida corporation, et al, dated August 15, 1996; (iii) Consulting and Non-Competition Agreement by and between TCX AIRFREIGHT, INC., a Florida corporation, TCX INTERNATIONAL, INC., a Florida corporation, SOLA CONSULTING AGENCY, INC., a Florida corporation and MANUEL M. SOLA, JR., dated August 15, 1996; and (iv) Employment and Non-Competition Agreement by and between TCX AIRFREIGHT, INC., a Florida corporation and MANUEL M. SOLA, JR., dated August 15, 1996, had been incurred or contracted by the SURVIVING CORPORATION, it being expressly provided that merger of "AIRFREIGHT" and "INTERNATIONAL" shall not in any manner impair the rights of the creditor or creditors or contracting party or parties of any of said corporations.

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If at any time, the SURVIVING CORPORATION shall deem or be advised that any assignments, transfer, deeds or other assurances in law are necessary or assurable to vest, perfect or confirm, of record or otherwise in the SURVIVING CORPORATION the title to any property or right of "AIRFREIGHT", the proper officers and directors of "AIRFREIGHT" shall execute such documents and do all things necessary or proper to vest, perfect or confirm title to such documents and do all things necessary or proper to vest, perfect or confirm title to such property or rights and the Officers and Directors of the SURVIVING CORPORATION are hereby fully authorized in the name of "AIRFREIGHT" or otherwise to take any and all such action.

ARTICLE VIII

Expenses of Merger

The SURVIVING CORPORATION shall pay all expenses of merger.

ARTICLE IX

Execution of Agreement

This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first above written.

TCX AIRFREIGHT, INC.

Attest:

By: ROY JACOBS

ROY JACOBS
Its President

JAY B. MIRANDA
JAY B. MIRANDA
Its Secretary

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Directors of TCX AIRFREIGHT, INC., a Florida Corporation.

Jack B. Coax
JACK B. COAX

John F. Maypole
JOHN F. MAYPOLE

Roy Jacobs
ROY JACOBS

Charles Maypole
CHARLES MAYPOLE

Mervyn Brunt
MERVYN BRUNT

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, personally appeared ROY JACOBS AND JAY B. MIRANDA, to me known, and known to me to be the individuals described in and who executed the foregoing Agreement and Plan of Merger, as President and Secretary respectively of TCX AIRFREIGHT, INC., a corporation duly organized under the laws of the State of Florida, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said Corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said Corporation and that it was affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said Corporation, and that the statements contained therein are true.

WITNESS my hand and seal this 3rd day of March, 1997.

My Commission Expires:



O. GOMEZ
COMMISSION # CC611142
EXPIRES JAN 01, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

Attest:

O. Gomez
NOTARY PUBLIC
State of Florida at Large

TCX INTERNATIONAL, INC.

By: Roy Jacobs
ROY JACOBS
Its President

Jay B. Miranda
JAY B. MIRANDA
Its Secretary

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Directors of TOX INTERNATIONAL, INC., a Florida Corporation.

JACK B. COOK
JACK B. COOK

JOHN F. MAYFOLE
JOHN F. MAYFOLE

ROY JACOBS
ROY JACOBS

CHARLES MAYFOLE
CHARLES MAYFOLE

HELVYN BRUNT
HELVYN BRUNT

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, personally appeared ROY JACOBS AND JAY B. MIRANDA, to me known, and known to me to be the individuals described in and who executed the foregoing Agreement and Plan of Merger, as President and Secretary respectively of TOX INTERNATIONAL, INC., a corporation duly organized under the laws of the State of Florida, and severally acknowledged to and before me that they executed such Agreement as such President and Secretary, respectively, of said Corporation, and that the seal affixed to the foregoing Agreement is the corporate seal of said Corporation and that it was affixed to said Agreement by due and regular corporate authority, that said Agreement is the free act and deed of said Corporation, and that the statements contained therein are true.

WITNESS my hand and seal this 3rd day of March, 1997.

My Commission Expires:

O. GOMEZ
NOTARY PUBLIC
State of Florida at Large



O. GOMEZ
COMMISSION # CC611142
EXPIRES JAN 01, 2001
BONDED THROUGH
ATLANTIC BONDING CO.

CERTIFICATION OF SECRETARY

I, JAY B. MIRANDA, Secretary of TOX AIRFREIGHT, INC., a Florida Corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the stockholders of said corporation at a special meeting of said stockholders held on the 3rd day of March, 1996, for the purpose of considering and taking action upon said Agreement and

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was approved by the Stockholders of said Corporation, who were present and voting throughout, and that all of the outstanding shares of the Corporation were voted in favor of approval of said Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said Corporation to be hereunto affixed this 3rd day of March, 1997.

Jay B. Miranda
JAY B. MIRANDA
Secretary of TCX AIRFREIGHT, INC.

CERTIFICATION OF SECRETARY

I, JAY B. MIRANDA, Secretary of TCX INTERNATIONAL, INC., a Florida Corporation, do hereby certify that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the Stockholders of said corporation at a Special meeting of said stockholders held on the 3rd day of March, 1997, for the purpose of considering and taking action upon said Agreement and Plan of Merger, and that the attached Agreement and Plan of Merger was approved by the Stockholders of said Corporation, who were present and voting throughout, and that all of the outstanding shares of the Corporation were voted in favor of approval of said Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and caused the seal of said Corporation to be hereunto affixed this 3rd day of March, 1997.

Jay B. Miranda
JAY B. MIRANDA
Secretary of TCX INTERNATIONAL, INC.

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