

P00000110963

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EFFECTIVE DATE
12-31-00

RECEIVED
00 DEC 27 PM 4:46
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
FLORIDA EXPRESS LOGISTICS, INC.

FILED
00 DEC 27 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

[Handwritten signature]

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

INTERNATIONAL TRANSIT COMPANY, An OHIO Corporation not qualified in
Florida

INTO

FLORIDA EXPRESS LOGISTICS, INC., a Florida entity, P00000110963.

File date: December 27, 2000 , effective December 31, 2000

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
of
INTERNATIONAL TRANSIT COMPANY
into
FLORIDA EXPRESS LOGISTICS, INC.

These Articles of Merger are submitted in accordance with Florida Statutes §607.1105.

1. The surviving corporation is Florida Express Logistics, Inc., a Florida corporation.
2. The merging corporation is International Transit Company, an Ohio corporation.
3. The Agreement and Plan of Merger is attached hereto as Exhibit A and by this reference is made a part hereof.
4. The Agreement and Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 27, 2000.
5. The Agreement and Plan of Merger was adopted by the sole shareholder of the merging corporation, on December 27, 2000.
6. The merger shall be effective on December 31, 2000.

EFFECTIVE DATE
12-31-00

IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of this 27

day of December, 2000.

FLORIDA EXPRESS LOGISTICS, INC.,
a Florida corporation

By: Heidi J. Eddins
Name: Heidi J. Eddins
Its: President

**INTERNATIONAL TRANSIT
COMPANY, an Ohio corporation**

By: Thomas G. Cornard
Name: Thomas G. Cornard
Its: President

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger dated as of this 27 day of December, 2000, constitutes the plan for the merger of **INTERNATIONAL TRANSIT COMPANY**, an Ohio corporation, into **FLORIDA EXPRESS LOGISTICS, INC.**, a Florida corporation whose principal office is at One Malaga Street, St. Augustine, FL 32084. **FLORIDA EXPRESS LOGISTICS, INC.** is to be the surviving entity.

BACKGROUND

A. **INTERNATIONAL TRANSIT COMPANY** is an Ohio corporation and is owned in its entirety by International Transit, Inc., an Ohio corporation.

B. **FLORIDA EXPRESS LOGISTICS, INC.** is a Florida corporation and is owned in its entirety by Florida Express Carriers, Inc., a Florida corporation.

C. For a good and valid business purpose, International Transit, Inc., Florida Express Carriers, Inc., International Transit Company and Florida Express Logistics, Inc. are desirous of causing International Transit Company to be merged into and with Florida Express Logistics, Inc., with Florida Express Logistics, Inc. being the surviving entity and remaining owned in its entirety by Florida Express Carriers, Inc.

MERGER PROVISIONS

1. In accordance with the provisions of this Agreement and Plan of Merger, Florida Statutes §607.1107, and the Ohio Revised Code §1701.79, at the Effective Time (as defined below), International Transit Company (the "Merging Corporation") shall be merged into and with Florida Express Logistics, Inc. (the "Surviving Corporation", and the transaction as a whole the "Merger"), and the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue its existence as a Florida corporation pursuant to the laws of Florida (the

Surviving Corporation and the Merging Corporation are herein collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of December 31, 2000 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

5. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the issued and outstanding shares of common stock of the Merging Corporation shall be cancelled, and Florida Express Carriers, Inc. shall remain the sole shareholder of the Surviving Corporation.

7. The Surviving Corporation hereby irrevocably appoints the Secretary of State of Ohio to serve as its agent for acceptance of service of process in any proceeding brought against the Surviving Corporation to enforce any obligation of the Merging Corporation, or to enforce the rights of a dissenting shareholder of the Merging Corporation.

8. The Surviving Corporation desires to transact business in the state of Ohio and hereby appoints the Secretary of State of Ohio to act as its statutory agent for acceptance of any process, notice or demand made upon the Surviving Corporation in the state of Ohio.

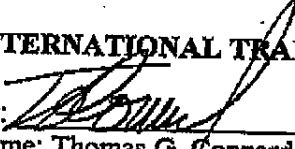
9. This Agreement and Plan of Merger may be abandoned at any time prior to filing the Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the Secretary of State of Ohio. The procedure for abandoning this Agreement and Plan of Merger shall be the adoption of a resolution to abandon the Merger by:

- (a) the Board of Directors of the Merging Corporation followed by written notice of such action to International Transit, Inc., Florida Express Carriers, Inc. and the Surviving Corporation; or
- (b) the Board of Directors of the Surviving Corporation, followed by written notice of such action to International Transit, Inc., Florida Express Carriers, Inc. and the Merging Corporation.

CERTIFICATION

INTERNATIONAL TRANSIT COMPANY hereby certifies that the foregoing Agreement and Plan of Merger was approved by International Transit, Inc., the sole shareholder of International Transit Company, on the 27 day of December, 2000.

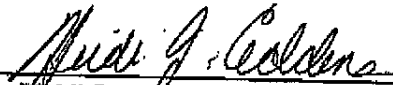
INTERNATIONAL TRANSIT COMPANY

By: 
Name: Thomas G. Connard
Its: President

CERTIFICATION

FLORIDA EXPRESS LOGISTICS, INC. hereby certifies that the foregoing Agreement and Plan of Merger was approved by Florida Express Carriers, Inc., the sole shareholder of Florida Express Logistics, Inc., on the 27 day of December, 2000.

FLORIDA EXPRESS LOGISTICS, INC.

By: 
Name: Heidi J. Eddins
Its: President