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7/1/04

06/23/04--01031--018 **218.75

FILED
04 JUN 23 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials



June 16, 2004

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger - Vexure, Inc. as Survivor
Document Number P02000063037

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Merger for the following Florida corporations:

Vexure, Inc. (Surviving corporation)
Stonier Transportation Group, Inc.
Stonier Trucking Company, Inc.
Alert Cargo Express, Inc.
TRT Carriers, Inc.

and the following foreign corporation:

Velocity 3PL, Inc., an Ohio corporation

We are including our law firm check number 2471 in the amount of \$218.75 representing the fee of \$35.00 for each merging and surviving company and \$8.75 for a certified copy.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Michael P. Williams
General Counsel
Vice President of Legal and Business Affairs
(904) 249-2010, extension 2236
(904) 394-0399 Direct Facsimile

MPW/amd

Enclosures
As stated

LA\STO\5000-01\Secretary of State - Florida 061504.wpd

ARTICLES OF MERGER
OF

Stonier Transportation Group, Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., and TRT Carriers, Inc. each a Florida corporation and Velocity 3PL, Inc., an Ohio corporation,

into

Vexure, Inc. a Florida Corporation

ARTICLES OF MERGER between Stonier Transportation Group, Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., and TRT Carriers, Inc. each a Florida corporation and Velocity 3PL, Inc., an Ohio corporation, and Vexure, Inc., a Florida corporation ("Vexure").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), Stonier Transportation Group, Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., and TRT Carriers, Inc. each a Florida corporation and Velocity 3PL, Inc., an Ohio corporation, and Vexure adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated June 1, 2004 ("Plan of Merger"), between Stonier Transportation Group, Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., and TRT Carriers, Inc. each a Florida corporation and Velocity 3PL, Inc., an Ohio corporation, and Vexure was adopted by the Board of Directors of each of them on June 1, 2004. Shareholder approval of the Plan of Merger is not required.
2. Under the Plan of Merger, all issued and outstanding shares of Stonier Transportation Group, Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., TRT Carriers, Inc. and Velocity 3PL, Inc.'s stock, respectively, will be acquired by means of a merger into Vexure with Vexure the surviving corporation ("Merger").
3. The merger of Velocity 3PL, Inc. a foreign corporation (Ohio) into Vexure is permitted under Ohio law.
4. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
5. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be July 1, 2004.

IN WITNESS WHEREOF, the parties have set their hands on June 15, 2004

ATTEST:

Vexure, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Stonier Transportation Group, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Stonier Trucking Company, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Alert Cargo Express, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

TRT Carriers, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Velocity 3 PL, Inc.
An Ohio corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

SHORT-FORM AGREEMENT
AND PLAN OF MERGER OF

STONIER TRANSPORTATION GROUP, INC., STONIER TRUCKING COMPANY, INC.,
ALERT CARGO EXPRESS, INC. TRT CARRIERS, INC., EACH A FLORIDA
CORPORATION, AND VELOCITY 3PL, INC., AN OHIO CORPORATION

INTO

VEXURE, INC., A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated June 1, 2004 made by and
among Vexure, Inc., a Florida corporation ("Parent"), and Stonier Transportation Group,
Inc., Stonier Trucking Company, Inc., Alert Cargo Express, Inc., TRT Carriers, Inc. and
Velocity 3PL, Inc., a Florida corporation ("Subsidiaries") (collectively the "Constituent
Corporations").

WITNESSETH:

WHEREAS, Subsidiaries desire to merge with and into Parent, with Parent being
the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set
forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns 100% of Subsidiaries' outstanding Common Stock; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable
that Subsidiaries be merged into Parent, on the terms and conditions set forth, in
accordance with section 607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual
agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean any date following the filing date as
chosen by the parties and stated in the Plan and in the Articles of Merger.

2. On the Effective Date, Subsidiaries shall be merged with and into Parent.
The separate existence of each Subsidiary shall cease at the Effective Date and the
existence of Parent shall continue unaffected and unimpaired by the Merger with all the
rights, privileges, immunities, and franchises, of a public as well as of a private nature,
and subject to all the duties and liabilities of corporations organized under the laws of the
state of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Parent in accordance with Section 607.1104 of the Act.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of each Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in Section 607.1106 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

1. Each share of each Subsidiary's Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE IV

DISSENTERS' RIGHTS

Because Parent is the 100% shareholder of each of the Subsidiaries, there are no minority shareholders with dissenter's rights.

ARTICLE V

ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of any Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of each Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Parent.

ARTICLE VI

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VII

AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or any Subsidiary, or their respective Directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands on June 15, 2004

ATTEST:

Vexure, Inc.

a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Stonier Transportation Group, Inc.

a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Stonier Trucking Company, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Alert Cargo Express, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

TRT Carriers, Inc.
a Florida corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer

ATTEST:

Velocity 3 PL, Inc.
An Ohio corporation

By: 

Allen J. Steele

Its: Chairman and Chief Executive Officer