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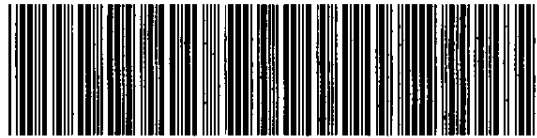
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts DEC 30 2009

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PlanGraphics, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jackson L. Morris

Contact Person

Attorney at Law

Firm/Company

3116 W. North A Street

Address

Tampa, FL 33609-1544

City/State and Zip Code

jackson.morris@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jackson L. Morris

Name of Contact Person

At ( 813 ) 874-8854

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

**Second:** The name and jurisdiction of each **merging** corporation:

**Third:** The Plan of Merger is attached.

**OR**     \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

*(Attach additional sheets if necessary)*

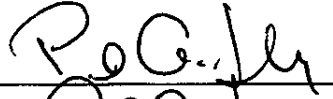
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

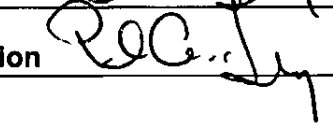
Typed or Printed Name of Individual & Title

PlanGraphics, Inc.



Paul A. Henley, President

Integrated Freight Corporation



Paul A. Henley, President

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

PlanGraphics, Inc.

Colorado

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Integrated Freight Corporation

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

**See Attached "Plan of Merger"**

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

**Not applicable**

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**See Attached "Plan of Merger"**

## PLAN OF MERGER

NOVEMBER 10, 2009

### PLANGRAPHICS, INC. AND INTEGRATED FREIGHT CORPORATION

1. Parties to the merger:

PlanGraphics, Inc., a Colorado corporation – the Surviving Corporation, whose principal business address is Suite 200, 6371 Business Boulevard, Sarasota, Florida 34240.

Integrated Freight Corporation, a Florida corporation – the Disappearing Corporation, whose principal business address is Suite 200, 6371 Business Boulevard, Sarasota, Florida 34240.

2. Structure of merger:

The Disappearing Corporation, a wholly owned subsidiary of the Surviving Corporation, shall be merged into the Surviving Corporation and shall cease to exist as a separate legal entity.

3. Effect on state charters:

The Colorado charter of the Surviving Corporation, including the Articles of Incorporation and amendments thereto, shall be unchanged, and shall continue as the chartering documents of the Surviving Corporation.

The Florida charter of the Disappearing Corporation, including the Articles of Incorporation and amendments thereto, shall cease and terminate upon filing of Articles of Merger with the Florida Secretary of State.

4. Effect on securities:

The issued and outstanding securities of the Surviving Corporation shall be unaffected by the merger; provided, that the Surviving Corporation shall issue, when and as soon as legally empowered so to do, such additional number of shares of its authorized but unissued common stock as may be required to deliver to the stockholders of the Disappearing Corporation one share of the Surviving Corporation's common stock for each share of the Disappearing Corporation's common stock issued, outstanding and transferred to the Surviving Corporation by The Integrated Freight Stock Exchange Trust; and, provided, further, that the Surviving Corporation's obligation to issue additional shares as provided herein shall survive the merger and continue as an obligation of the Surviving Corporation until fulfilled.

The issued and outstanding common stock of the Disappearing Corporation transferred to the Surviving Corporation by The Integrated Freight Stock Exchange Trust shall be replaced by and equal number of shares of the Surviving Corporation's common stock, when and as soon as the Surviving Corporation is legally empowered so to do, and shall be extinguished.

5. Effect on obligations:

The obligations of the Surviving Corporation existing prior to the merger shall be unaffected by the merger.

The obligations of the Disappearing Corporation existing prior to the merger shall be unaffected by the merger and by operation of law become obligations of the Surviving Corporation, including, but not limited to –

A. Obligations, contracts and agreements wholly or partially unperformed on the date of the merger.

B. Advances, loans, notes, debts, bonds, debentures and other obligations for money borrowed outstanding on the date of the merger.

C. Commitments, obligations, contracts and agreements to issue shares of common stock outstanding on the date of the merger, including issue on sale or purchase of assets, on payment, conversion or exchange of or for notes, bonds and debentures, and on exercise of options, warrants and other instruments, none of which shall be subject to any adjustment in number of shares, price, conversion factor or exchange factor or in any other manner as a result of the merger but shall remain one share for one share, notwithstanding a delay in the issuance thereof until such time as the Surviving Corporation shall have a sufficient number of authorized but unissued common stock to satisfy its obligations for the issue of such shares.

- End of Plan of Merger -