

AUG-06-2008 14:59

ROCKE MCLEAN SBAR

813 769 5601

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

GWFTL, INC.

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August 5, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GWFTL, INC.
PO BOX 3059
RIVERVIEW, FL 33468

SUBJECT: GWFTL, INC.
REF: P08000055214

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

It appears that the only change made was the statute number. Articles of Merger pursuant to section 607.1105, Florida Statutes, requires the date of adoption of the merger by the shareholders or board of directors of each corporation

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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 (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H08000186205
Letter Number: 808A00044615

P.O BOX 6327 -- Tallahassee, Florida 32314



August 4, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GWFTL, INC.
PO BOX 3059
RIVERVIEW, FL 33468

SUBJECT: GWFTL, INC.
REF: P08000055214

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

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

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 (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H08000186205
Letter Number: 108A00044355

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2008 AUG -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER OF FLORIDA TANK LINES, INC.
AND G & W TANK LINES, INC. WITH AND INTO GWFTL, INC.**

The following Articles of Merger are being submitted in accordance with Section 607.1105, Florida Statutes.

Article 1

The merging entity's name, principal office street address, jurisdiction and entity type are listed below:

<u>Name & Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Florida Tank Lines, Inc. 1628 S. 51 st Street Tampa, FL 33619	Florida	Corporation
G&W Tank Lines, Inc. 1628 S. 51 st Street Tampa, FL 33619	Florida	Corporation

Article 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

<u>Name & Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GWFTL, Inc. 1628 S. 51 st Street Tampa, FL 33619	Florida	Corporation

Article 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the directors and majority of the shareholders of the merging corporations on June 9, 2008.

Article 4

The attached Plan of Merger was approved by all of the directors and shareholders of the surviving corporation in accordance with applicable law June 9, 2008.

Article 5

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State .


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Article 6

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

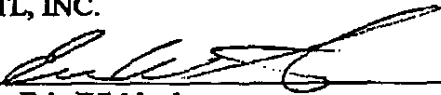
FLORIDA TANK LINES, INC.

By: 
Name: Eric Whitlock
Title: President

G&W TANK LINES, INC.

By: 
Name: Eric Whitlock
Title: President

GWFTL, INC.

By: 
Name: Eric Whitlock
Title: President

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Plan of Merger

This is a plan of Merger pursuant to which Florida Tank Lines, Inc. and G & W Tank Lines, Inc. shall be merged with and into GWFTL, Inc., a Florida corporation.

1. In accordance with the applicable provisions of the Florida Business Corporation Act, as of the effective date, Florida Tank Lines, Inc. and G & W Tank Lines, Inc. shall be merged with and into GWFTL, Inc. The merging corporation's names and Jurisdictions are listed below:

Name: Florida Tank Lines, Inc.
Jurisdiction: Florida

Name: G&W Tank Lines, Inc.
Jurisdiction: Florida

2. The surviving corporation's name and Jurisdiction is listed below:

Name: GWFTL, Inc.
Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1106, Florida Statutes. The merging corporations shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporations shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporations in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporations shall be vested in the surviving corporation without further act or deed. All obligations belonging to or due to the merging corporations shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporations existing effective as of the date of the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise.

- (a) except as set forth below, each issued and outstanding share of capital stock of the merging companies shall be converted into and become one validly issued, fully paid and nonassessable share of common stock of the surviving company, \$1.00 par value per share.

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- (b) each of the 1,000 shares of cashed-out stock (as defined in the Board minutes relating to the Cash Out Transaction) shall be converted into the right to receive the per share cash merger consideration of \$3.20 per share. As of the effective date of the merger, all such shares of cashed out stock shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and the holders of the certificates representing such shares shall cease to have any rights with respect thereto, except the right to receive with respect to each share represented thereby, the per share merger consideration stated above.

FLORIDA TANK LINES, INC.

By: Name: Eric WhitlockTitle: President

G&W TANK LINES, INC.

By: Name: Eric WhitlockTitle: President

GWFTL, INC.

By: Name: Eric WhitlockTitle: President

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