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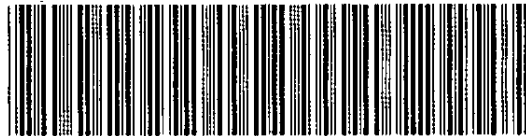
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EXAMINER

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

GL EXPRESS, LLC

BAY AREA EXPRESS, INC.

Signature _____

Requested by: SETH

08/05/10 11:00

Name _____

Date _____

Time _____

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Will Pick Up _____

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____ LTD Partnership File _____
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____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
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____ Certificate of Good Standing _____
____ Certificate of Status _____
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ARTICLES AND CERTIFICATE OF MERGER

The following Articles and Certificate of Merger are being submitted in accordance with Section(s) 607.1103(6) and/or 608.438, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GL EXPRESS, LLC 14905 Southfork Dr. Tampa, FL 33624 Florida Document/Registration No.: L08000111757	Florida	Limited Liability Company FEI No. 26-3822565

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BAY AREA EXPRESS, INC. 4021 W. Waters Ave., Suite A Tampa, FL 33614 Florida Document/Registration No. P010000046977	Florida	Corporation FEI No. 80-0624919

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108 and 608.438, Florida Statutes, and was approved by both the domestic corporation and the domestic limited liability company that are parties to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The effective date of the Merger shall be August 1, 2010 at 12:01 A.M., Eastern Standard Time. (For accounting purposes.)

FIFTH: The merger is permitted under the laws of Florida and is not prohibited by the Operating Agreement (Regulations) or Articles of Organization of any limited liability company that is a party to the merger, or the Articles of Incorporation or Bylaws of any corporate party to the merger.

SIXTH: The merger shall become effective as of August 1, 2010 at 12:01 A.M., Eastern Time. (For accounting purposes.)

SEVENTH: These Articles and Certificate of Merger comply and were executed in accordance with the laws of the State of Florida.

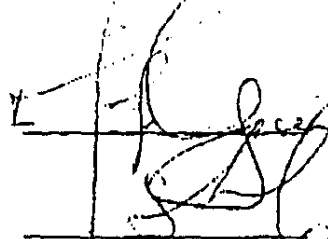
EIGHTH: signature(s) for each party.

Name of Entity

Signature(s)

Typed or Printed Name of Individual

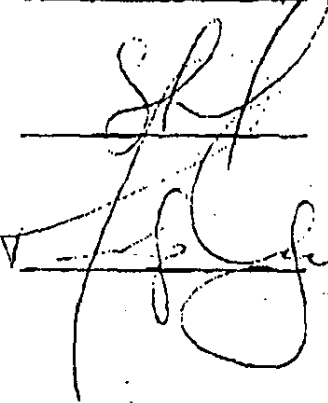
GL EXPRESS, LLC



Medarys Garcia,
Co-Manager/Member

Gilberto Leon,
Co-Manager/Member

BAY AREA EXPRESS,
INC.



Gilberto Leon, President/Shareholder

Medarys Garcia, Shareholder

APPENDIX A

PLAN OF MERGER OF GL EXPRESS, LLC INTO BAY AREA EXPRESS, INC.

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapters 607 and 608 of the Florida Statutes.

1. **GL EXPRESS, LLC**, a Florida limited liability company (the "Merging Entity"), shall be merged (the "Merger") into **BAY AREA EXPRESS, INC.**, a Florida corporation (the "Surviving Entity"), pursuant to the terms of the Agreement and Plan of Reorganization dated as of July __, 2010 (the "Reorganization Agreement"), by and among the Merging Entity and Surviving Entity.

2. The name of the surviving entity shall be **BAY AREA EXPRESS, INC.**

3. At the Effective Time (defined below), the outstanding ownership interest, evidenced by capital stock, of the Surviving Entity will not be converted or altered in any manner and will remain outstanding as Capital Stock of the Surviving Entity. The issued and outstanding Ownership Interest, evidenced by Certificates of Ownership Interest of the Merging Entity will be converted and exchanged as follows:

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the Merging Entity or its Members, each Member's issued and outstanding Certificates of Ownership Interest (the "Ownership Interest") prior to the Effective Time of the Merger shall be converted into and shall represent the right to receive, upon surrender of the Certificate or Certificates representing such Ownership Interest (as provided in paragraph (d) below), a number of Shares of Capital Stock in the Surviving Entity ("Exchange Interest") determined by dividing each Member's total percentage of Ownership Interest by 100% immediately prior to the Effective Time of the Merger. For example if Member A owns 50% of the total 100% Ownership Interest of the Merging Entity prior to the Effective Time he/she shall be entitled to receive a 50% (50/100) Exchange Interest in the Surviving Entity.

(b) From and after the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall thereupon and thereafter, to the extent consistent with its Articles of Incorporation possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature of the Surviving Entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Entity shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate or any interest therein vested in the Surviving Entity shall not revert or be in any way impaired by reason of the Merger.

Plan Of Merger Of
GL Express, LLC
Into Bay Area Express, Inc.

(c) Until surrendered, each outstanding Certificate of Ownership Interest which prior to the Effective Time represented one or more percentage of Ownership Interest of the Merging Entity shall be deemed upon the Effective Time for all purposes to represent only the right to receive the portion of the Exchange Interest attributable to such Certificate of Ownership Interest. The Members shall be entitled to vote after the Effective Time at any meeting of the Surviving Entity's Shareholders the number of votes attributable to his/her/its Exchange Interest into which his/her/its Certificate(s) of Ownership Interest are converted to the extent permitted by law, regardless of whether the Member has exchanged its Certificate of Ownership Interest for Shares representing the Exchange Interest. Whenever distribution is declared by the Surviving Entity on the Exchange Interests, the record date for which is at or after the Effective Time, the declaration shall include distributions on all Exchange Interests issuable pursuant to this Agreement, but no such distribution shall be made until such Exchange Interest has been issued in exchange for the Certificates of Ownership Interest. No interest will be paid or accrued with respect to any such distribution or otherwise with respect to the Exchange Interest. Any certificate for Ownership Interest that has been lost or destroyed shall be deemed to be surrendered upon receipt by the Surviving Entity of evidence of ownership of the Certificates of Ownership Interest represented thereby and of indemnity in each case reasonably satisfactory to the Surviving Entity.

(d) Upon surrender at or after the Effective Time of the Certificates of Ownership Interest, duly endorsed in blank, which immediately prior to the Effective Time represented Ownership Interest, **BAY AREA EXPRESS, INC.** shall promptly cause the Exchange Interest certificates to be transferred to the persons entitled thereto.

4. As of the Effective Time, there are no outstanding rights to acquire interests, shares, obligations or other securities of the Merging Entity.

5. The Articles of Incorporation of the Surviving Entity shall not be amended as a result of the Merger. The Articles of Incorporation of the Surviving Entity, as constituted immediately prior to the Effective Time, shall continue as the Articles of Incorporation of the Surviving Entity after the Effective Time until amended pursuant to applicable law.

6. The Plan of Merger was approved and adopted by the Managing Member and Members of the Merging Entity on July __, 2010, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, and was approved and adopted by the Directors and Shareholders of the Surviving Entity on July __, 2010 in accordance with the applicable provisions of the Chapter 607 of the Florida Statutes.

7. The name and business address of the only two (2) Shareholder and the two Directors of the Surviving Entity are as follows:

Medarys Garcia-
4627 Rue Bordeaux
Lutz, FL 33558

Gilberto Leon
14905 Southfork Dr.
Tampa, FL 33624

Plan Of Merger Of
OL Express, LLC
Into Bay Area Express, Inc.

8. The Merger shall become effective at 12:01 A.M. Eastern Time on August 1st, 2010 (the "Effective Time").

9. The Merger may be terminated at any time prior to the Effective Time by the Merging Entity or the Surviving Entity.

**SPECIAL MEETING
OF THE DIRECTORS AND STOCKHOLDERS
OF
BAY AREA EXPRESS, INC.**

The undersigned, being all the Stockholders of record and all the Directors of record of BAY AREA EXPRESS, INC. (the "Company"), in accordance with the provisions of the Company's Bylaws, hereby waive notice of this Special Meeting and hereby adopt the following resolutions:

WHEREAS, the Company's stockholders of record at the time of this Special Meeting are (the "Stockholders"):

MEDARYS GARCIA	500 Shares
GILBERTO LEON	500 Shares

WHEREAS, the Directors of the Company at the time of this Special Meeting are MEDARYS GARCIA and GILBERTO LEON ("Directors"); and

WHEREAS, the President of the Company, GILBERTO LEON, has presented the Directors and all the Company's Stockholders with Articles of Merger and a Plan of Merger wherein GL EXPRESS, LLC, a Florida limited liability company would be merged into the Company (the "Merger") in accordance with the provisions of the Plan of Reorganization (the "Plan"), the form of which is attached hereto as Exhibit A; and

WHEREAS, the Directors and Stockholders of the Company deem the merger desirable and in the best interests of the Company, and desire to approve the Plan and the Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Plan, in substantially the form attached hereto as Exhibit A, the Merger, and the Company's performance of its obligations under the terms of the Plan, are hereby adopted and approved; and

FURTHER RESOLVED, that the President of the Company, GILBERTO LEON, acting on behalf of the Company, shall be and hereby are authorized and directed to make such changes in the Plan as shall be deemed necessary or advisable to effectuate the intent of these resolutions and to comply with the requirements for consummating the Merger transactions in the States of Florida; and

FURTHER RESOLVED, that the President, GILBERTO LEON, acting on behalf of the Company, are hereby authorized and directed to execute and deliver the Plan and to execute and deliver appropriate Articles of Merger and other appropriate documents to be filed with the appropriate authorities to effectuate the Merger described in the foregoing Plan and are further authorized and directed to perform all such other acts and execute and deliver all such other reports and instruments and take such further actions as may be necessary or proper to render effective the transactions set forth in the Plan and to

carry out the intent of the foregoing resolutions, all with such changes therein and additions thereto as such officer executing the same shall in his/her discretion approve, such approval to be evidenced conclusively by the President's execution and delivery thereof.

IN WITNESS WHEREOF, the foregoing actions are taken effective as of July 30, 2010.



GILBERTO LEON, Director/Stockholder

MEDARYS GARCIA, Director/Stockholder

**SPECIAL MEETING
OF THE MEMBERS
OF
GL EXPRESS, LLC**

The undersigned, being the Co-Managers and all the Members of record of GL EXPRESS, LLC (the "Company"), hereby waive notice of this Special Meeting and hereby adopt the following resolutions:

WHEREAS, the Members of record of the Company ("Members") at the time of this Special Meeting are:

GILBERTO LEON	50% Ownership Interest
MEDARYS GARCIA	50 % Ownership Interest

WHEREAS, the Co-Managers of the Company at the time of this Special Meeting are GILBERTO LEON and MEDARYS GARCIA ("Co-Managers"); and

WHEREAS, Federal Express, Inc. has mandated that the Federal Express delivery routes no longer be owned by a limited liability company; and

WHEREAS, the Co-Managers and Members of the Company have been presented with Articles of Merger and a Plan of Merger wherein the Company would be merged (the "Merger") into BAY AREA EXPRESS, INC., a Florida Corporation pursuant to the terms of the Plan of Merger (the "Plan"), the form of which is attached hereto as Exhibit A; and

WHEREAS, the Members would receive stock in BAY AREA EXPRESS, INC. in exchange for their Ownership Interest in the Company and the Company's assets would become assets of BAY AREA EXPRESS, INC., by virtue of the Merger; and

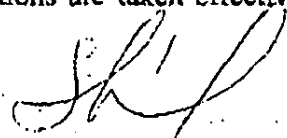
WHEREAS, the Co-Managers and Members of the Company deem the Plan and the Merger, on the terms set forth therein, to be desirable and in the best interests of the Company, and desire to approve the Plan and the Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Plan, in substantially the form attached hereto as Exhibit A, the Merger provided for therein and the performance by the Company of their respective terms, are hereby adopted and approved; and

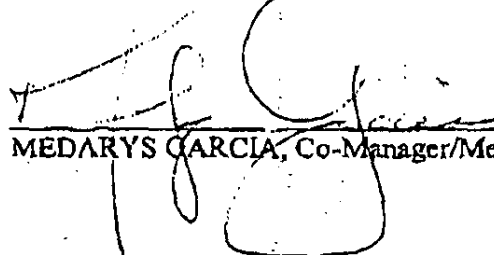
FURTHER RESOLVED, that the Co-Managers of the Company, GILBERTO LEON and MEDARYS GARCIA, acting on behalf of the Company, shall be and hereby are authorized and directed to make such changes in the Plan as shall be deemed necessary or advisable to effectuate the intent of these resolutions and to comply with the requirements for consummating the Merger transactions in the States of Florida; and

FURTHER RESOLVED, that the Co-Managers, GILBERTO LEON and MEDARYS GARCIA, acting on behalf of the Company, are hereby authorized and directed to execute and deliver the Plan and to execute and deliver appropriate Articles of Merger and other appropriate documents to be filed with the appropriate authorities to effectuate the Merger described in the foregoing Plan and is further authorized and directed to perform all such other acts and execute and deliver all such other reports and instruments and take such further actions as may be necessary or proper to render effective the transactions set forth in the Plan and to carry out the intent of the foregoing resolutions, all with such changes therein and additions thereto as such officer executing the same shall in his discretion approve, such approval to be evidenced conclusively by the President's execution and delivery thereof.

30, IN WITNESS WHEREOF, the foregoing actions are taken effective as of July 2010.



GILBERTO LEON, Co-Manager/Member



MEDARYS GARCIA, Co-Manager/Member