

P11000021118

(Requestor's Name)

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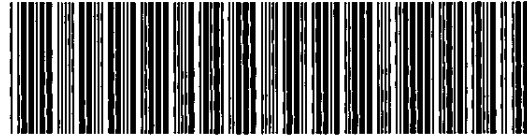
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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SEP 7 2012

C. MUSTAIN

Bivins & Hemenway, P.A.

Attorneys At Law

1060 Bloomingdale Avenue, Valrico, Florida 33596 • Office: 813-643-4900 • Fax: 813-643-4904

August 30, 2012

VIA FEDEX

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

Re: Articles of Share Exchange - Interstate Dedicated, Inc.

Dear Sir or Madame:

Enclosed for filing with the Division of Corporations are the Articles of Share Exchange by which Interstate Logistics Group, Inc. (Document Number P11000021118), is acquiring all of the outstanding shares of Interstate Dedicated, Inc. (Document Number P10000099813). Also enclosed for your use is a self-addressed stamped envelope for your use in returning the original filed Articles.

Based on our office's telephone conference today with a representative of the Division, we understand that the applicable filing fee is \$35.00 per party. Accordingly, also enclosed is our firm check payable to the Florida Department of State in the sum of \$70.00.

Please let me know if you have any questions.

Sincerely,



Robert W. Bivins

Enclosures.

**ARTICLES OF SHARE EXCHANGE
FOR
ACQUISITION OF ALL SHARES OF
INTERSTATE DEDICATED, INC.
BY
INTERSTATE LOGISTICS GROUP, INC.**

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FILED
12 Aug-31 PM 1:11
TALLAHASSEE, FLA.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), Interstate Logistics Group, Inc. ("Logistics"), a Florida corporation, and Interstate Dedicated, Inc. ("Dedicated"), a Florida corporation, adopt and file these Articles of Share Exchange for the purpose of exchanging all of the outstanding shares of Dedicated for shares of Logistics (the "Exchange") as a tax-exempt stock-for-stock transfer effecting a reorganization in accordance with Sections 351 and 368(a)(1)(B), respectively, of the Internal Revenue Code of 1986, as amended, as follows:

FIRST: The Plan of Share Exchange (the "Plan") is attached to these Articles of Share Exchange as Exhibit "A" and its terms are incorporated by reference in these Articles of Share Exchange;

SECOND: The Exchange and Plan of Share Exchange shall be effective when these Articles of Share Exchange are filed with the Florida Department of State; and

THIRD: All of the Board of Directors of Dedicated approved the Plan of Share Exchange by written consent without a meeting effective as of September 1, 2012.

FOURTH: All of the shareholders and the Board of Directors of Logistics approved the Plan of Share Exchange by written consent without a meeting effective as of September 1, 2012. Approval of the shareholders were not required.

INTERSTATE LOGISTICS GROUP, INC.

By: _____
Name: _____
Director

INTERSTATE DEDICATED, INC.

By:  _____
Timothy J. Higham
President

**ARTICLES OF SHARE EXCHANGE
FOR
ACQUISITION OF ALL SHARES OF
INTERSTATE DEDICATED, INC.
BY
INTERSTATE LOGISTICS GROUP, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), Interstate Logistics Group, Inc. ("Logistics"); a Florida corporation, and Interstate Dedicated, Inc. ("Dedicated"), a Florida corporation, adopt and file these Articles of Share Exchange for the purpose of exchanging all of the outstanding shares of Dedicated for shares of Logistics (the "Exchange") as a tax-exempt stock-for-stock transfer effecting a reorganization in accordance with Sections 351 and 368(a)(1)(B), respectively, of the Internal Revenue Code of 1986, as amended, as follows:


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THIRD: All of the Board of Directors of Dedicated approved the Plan of Share Exchange by written consent without a meeting effective as of September 1, 2012.

FOURTH: All of the shareholders and the Board of Directors of Logistics approved the Plan of Share Exchange by written consent without a meeting effective as of September 1, 2012. Approval of the shareholders were not required.

INTERSTATE LOGISTICS GROUP, INC.

By: 
Name: SHAWN McQUINN
Director

INTERSTATE DEDICATED, INC.

By: 
Timothy J. Higham
President

**PLAN OF SHARE EXCHANGE
FOR
ACQUISITION OF ALL SHARES OF
INTERSTATE DEDICATED, INC.
BY
INTERSTATE LOGISTICS GROUP, INC.**

This Plan of Share Exchange dated as of September 1, 2012 (this "Plan"), is provided in connection with the acquisition of shares of Interstate Dedicated, Inc. ("Dedicated"), a Florida corporation, by Interstate Logistics Group, Inc. ("Logistics"), a Florida corporation. In accordance with Section 607.1102(2) of the Florida Business Corporation Act (the "Act"), Logistics and Dedicated state the following in connection with the share exchange:

FIRST: In accordance with Section 607.1102(1) of the Act, Logistics shall acquire all of the shares of each class of stock of Dedicated in a tax-exempt stock-for-stock transfer effecting a reorganization in accordance with Sections 351 and 368(a)(1)(B), respectively, of the Internal Revenue Code of 1986, as amended.

SECOND: In accordance with Sections 607.1102(2)(b) and (c) of the Act and when the share exchange becomes effective, Logistics shall acquire all of the shares of each class of stock of Dedicated in exchange for one (1) share of Logistics' common stock for each two (2) shares of Dedicated's common stock, and one (1) share of Logistics' Series A Preferred stock for each two (2) shares of Dedicated's Series A Preferred stock.

THIRD: The Share Exchange shall become effective as of September 1, 2012, which is after the date of the filing of the Articles of Share Exchange with the Florida Department of State.

EXECUTED: August 13, 2012

INTERSTATE DEDICATED, INC.,
a Florida corporation

By: _____


Timothy J. Higham
President