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ICARD MERRILL

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October 29, 2013

**VIA FEDERAL EXPRESS/
OVERNIGHT DELIVERY**

Florida Department of State
Division of Corporations
Attn: Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Merger
Our File No.: 64111-98913

Dear Sir or Madam:

Enclosed please find one (1) original of the Articles of Merger of Wrightco Trucking, Inc., a South Carolina corporation, into Wrightco Trucking, Inc., a Florida corporation ("Articles") for filing with the Florida Department of State, together with our check (no. 83754) in the amount of Seventy and 00/100 Dollars (\$70.00) representing the filing fee.

Please forward confirmation to our office once the Articles have been filed.

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

Cordially,
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Kim K. Alvarez
Legal Assistant to Bruce P. Chapnick

BPC/ka
w/enc.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WRIGHTCO TRUCKING, 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:

BRUCE P. CHAPNICK, ESQ.

Contact Person

ICARD MERRILL ET AL

Firm/Company

2033 MAIN STREET, SUITE 600

Address

SARASOTA, FL 34237

City/State and Zip Code

BCHAPNICK@ICARDMERRILL.COM

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

For further information concerning this matter, please call:

BRUCE P. CHAPNICK

Name of Contact Person

At (941)

366-8100

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

**ARTICLES OF MERGER
OF
WRIGHTCO TRUCKING, INC.,
A SOUTH CAROLINA CORPORATION
INTO
WRIGHTCO TRUCKING, INC.,
A FLORIDA CORPORATION**

13 OCT 30 PM 4:50
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OFFICE OF THE
CLERK OF THE
SOUTH CAROLINA
SUPREME COURT

Pursuant to the provisions of Section 607.1105, F.S., and Section 33-11-101 of the South Carolina Business Corporate Act of 1988, Wrightco Trucking, Inc., a South Carolina corporation ("Disappearing Entity"), and Wrightco Trucking, Inc., a Florida corporation ("Surviving Entity") (the Surviving Entity and Disappearing Entity are hereinafter referred to as the "Constituent Entities") adopt the following Articles of Merger:

1. Name, Principal Office, Jurisdiction, and Type of Entity. The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity are as follows:

a. Disappearing Entity.

Name and Address	Jurisdiction	Entity Type	Document / Registration Number	F.E.I. Number
Wrightco Trucking, Inc. 1750 Highway 160 West Suite 101-200 Fort Mill, SC 29708	South Carolina	Corporation	080528-0220	26-2560662

b. Surviving Entity.

Name and Address	Jurisdiction	Entity Type	Document / Registration Number	F.E.I. Number
Wrightco Trucking, Inc. 1767 Lakewood Ranch Blvd. Suite 294 Lakewood Ranch, FL 34211	Florida	Corporation	P13000075859	26-2560662

2. **Name, Principal Office, Jurisdiction, and Type of Entity of Surviving Entity.** The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Entity are as follows:

Name and Address	Jurisdiction	Entity Type	Document / Registration Number	F.E.I. Number
Wrightco Trucking, Inc. 1767 Lakewood Ranch Blvd. Suite 294 Lakewood Ranch, FL 34211	Florida	Corporation	P13000075859	26-2560662

3. **Plan of Merger Requirements.** The Plan of Merger, annexed hereto as Exhibit 1 and made a part hereof ("Plan of Merger"), meets the requirements of Section 607.1101, F.S. and Title 33, Chapter 11 of the South Carolina Business Corporation Act of 1988 ("South Carolina Act"), and was approved and executed by each domestic corporation that is a party to the Merger in accordance with Chapter 607 F.S., and was approved by each foreign corporation that is a party to the Merger in accordance with Title 33, Chapter 11 of the South Carolina Act. The attached Plan of Merger was approved by each foreign entity that is a party to the Merger in accordance with the respective laws of all applicable jurisdictions. The Articles of Merger and the Plan of Merger were approved by unanimous consent of the shareholders and directors of the Constituent Entities. Each Constituent Entity certifies that its participation in the Merger was duly authorized by the South Carolina Act and Florida Act.

4. **Purpose.** The Disappearing Entity is consummating the Merger for the sole purpose to change its place of organization (i.e. changing its state of incorporation from South Carolina to Florida) and the Constituent Entities intend this Merger to qualify as an IRC Section 368(a)(1)(F) reorganization. The Surviving Entity will succeed to the Disappearing Entity's Subchapter S election because the Subchapter S election did not terminate; and, the Surviving Entity succeeded to the employer identification number of the Disappearing Entity.

5. **Appointment of South Carolina Secretary of State.** The Surviving Entity hereby irrevocably appoints the South Carolina Secretary of State as its agent for substitute service of process pursuant to the South Carolina Act in any proceeding to enforce any obligation or rights of any dissenting shareholder of the Disappearing Corporation that is a party to the Merger.

6. **Dissenters' Rights.** The Surviving Entity agrees to pay the dissenting shareholders of Disappearing Corporation that is a party to the Merger the amount, if any, to which they are entitled under the South Carolina Act.

7. **Laws of All Applicable Jurisdictions.** The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation for any Constituent Entity that is a party to the Merger.

8. **Method of Accomplishing the Merger.** Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Disappearing Entity will be acquired by means of a merger of

Disappearing Entity into Surviving Entity with Surviving Entity the surviving entity ("Merger").


9. **Compliance.** The Articles of Merger comply and were executed in accordance with the laws of each Constituent Entity's applicable jurisdiction. The Disappearing Entity is merged into the Surviving Entity pursuant to Section 607.1107, F.S., and the South Carolina Act.


10. **Effective Date/Time.** The Merger shall become effective at 12:01 a.m. on the later date of filing with the Secretary of State of Florida or the Secretary of State of South Carolina.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of October 15, 2013.

SURVIVING ENTITY


Wrightco Trucking, Inc., a Florida corporation

By: 
Ronald A. Wright, President

By: 
Joann A. Wright, Secretary

DISAPPEARING ENTITY

Wrightco Trucking, Inc., a South Carolina corporation

By: 
Ronald A. Wright, President

By: 
Joann A. Wright, Secretary

SC DOC ID#: 080528-0220

EXHIBIT 1
PLAN OF MERGER

**PLAN OF MERGER
BY AND BETWEEN
WRIGHTCO TRUCKING, INC.
A SOUTH CAROLINA CORPORATION
AND
WRIGHTCO TRUCKING, INC.,
A FLORIDA CORPORATION**

THIS PLAN OF MERGER ("Plan of Merger") is entered into as of October 15, 2013, between Wrightco Trucking, Inc., a South Carolina corporation (the "Disappearing Entity"), located at 1750 Highway 160 West, Suite 101-200, Fort Mill, SC 29708, and Wrightco Trucking, Inc., a Florida corporation (the "Surviving Entity"), located at 1767 Lakewood Ranch Boulevard, Suite 294, Lakewood Ranch, FL 34211 (collectively the "Constituent Entities"). The following Plan of Merger, which was adopted and approved by each party to the Merger in accordance with Sections 607.1101 and 607.1107, F.S. of the Florida Business Corporation Act ("Florida Act"), and Title 33, Chapter 11 of the South Carolina Business Corporation Act of 1988 ("South Carolina Act").

RECITALS

A. The Disappearing Entity has an authorized capital stock consisting of Ten Thousand (10,000) shares of Common Stock with \$1.00 par value, of which One Thousand (1,000) shares are issued and outstanding on the date hereof. The Surviving Entity has authorized capital stock consisting of Five Hundred Thousand (500,000) shares, of which One Hundred Thousand (100,000) shares are Class A Voting Common Stock with a par value of \$1.00 per share, of which One Thousand (1,000) shares are issued and outstanding on the date hereof, and Four Hundred Thousand (400,000) shares of Class B Non-Voting Common Stock with a par value of \$1.00 per share, none of which are issued and outstanding on the date hereof.

B. The Board of Directors of the Disappearing Entity and the Board of Directors of the Surviving Entity deem it advisable that the Disappearing Entity be merged into the Surviving Entity, under and pursuant to the provisions of this Plan of Merger ("Plan") and in accordance with the applicable statutes of the South Carolina Act and Florida Act ("Merger").

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the Constituent Entities hereby agree, pursuant to the applicable laws of the State of South Carolina and the State of Florida, that the Disappearing Entity shall be, and it hereby is, as of the Effective Date of the Merger, merged into the Surviving Entity; and that the terms and conditions of the Merger and the mode of carrying the same into effect are, and shall be as follows:

1. **Recitals.** The foregoing Recitals are hereby ratified and confirmed, are true, correct and complete and are hereby incorporated herein.

2. **Name and Jurisdiction of the Constituent Entities.**

a. **Disappearing Entity.**

Name and Address	Jurisdiction	Entity Type	Document / Registration Number	F.E.I. Number
Wrightco Trucking, Inc. 1750 Highway 160 West Suite 101-200 Fort Mill, SC 29708	South Carolina	Corporation	080528-0220	26-2560662

b. **Surviving Entity.**

Name and Address	Jurisdiction	Entity Type	Document / Registration Number	F.E.I. Number
Wrightco Trucking, Inc. 1767 Lakewood Ranch Blvd. Suite 294 Bradenton, FL 34211	Florida	Corporation	P13000075859	26-2560662

3. **Merger; Effectiveness.** The name of the Surviving Entity shall be Wrightco Trucking, Inc. and shall be governed by the laws of the State of Florida. The purposes, powers and objects, identity, existence, privileges, franchises and immunities of the Surviving Entity are as described in the Surviving Entity's Articles of Incorporation, from and after the Effective Date of the Merger; and, the identity, existence, property, assets, rights, privileges, powers, franchises and immunities of the Disappearing Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall be fully vested therewith. As of the Effective Date of the Merger, the separate existence of the corporate organization of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, pursuant to the laws of the State of South Carolina and the State of Florida. The Merger shall become effective at 12:01 am on the later date of filing with the Secretary of State of Florida or the Secretary of State of South Carolina ("Effective Date"). The Articles of Incorporation of the Surviving Corporation on the Effective Date shall remain the Articles of Incorporation of the Surviving Corporation until altered, amended or revoked.

4. **Bylaws.** The Bylaws of the Surviving Corporation in effect at the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein.

5. **Directors and Officers.** The Directors and Officers of the Surviving Corporation in office at the Effective Date of the Merger shall be and remain the Directors and Officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect on the Effective Date of the Merger.

6. **Distribution to Shareholders of the Constituent Entities.** The manner and basis of making

distributions to the Shareholders of the Constituent Entities and the extinguishment or substitution for their shares of Common Stock as the case may be, shall be as follows:

The Shareholders of the Disappearing Entity shall surrender their certificate or certificates for all its shares of Common Stock in the Disappearing Entity to the Surviving Entity prior to the Effective Date of the Merger. Upon surrender to the Surviving Entity of the certificate or certificates of said shares of the Disappearing Entity, said shares of Common Stock shall be cancelled. As the Shareholders of the Disappearing Entity and the Shareholders of the Surviving Entity are the only Shareholders of both the Surviving Entity and the Disappearing Entity and own the same percentage of the issued and outstanding shares of both the Surviving Entity and the Disappearing Entity, no additional shares of Common Stock of the Surviving Entity will be issued in exchange for the shares of Common Stock of the Disappearing Entity so surrendered and cancelled, and subsequent to the Effective Date of the Merger, the Shareholders will continue as the only Shareholders of the Surviving Entity.

7. Satisfaction of Rights of Disappearing Entity Shareholders. All shares of the Common Stock of the Surviving Entity, into which shares of Common Stock of the Disappearing Entity shall have been or would have been converted and become exchangeable for under this Agreement, shall be deemed to have been paid in full satisfaction of such converted shares.

8. Fractional Shares. Fractional shares of the Common Stock of the Surviving Entity will not be issued. Any Shareholder who shall be entitled to a fractional share greater than one-half (1/2) shall be entitled to one (1) additional share, and any Shareholder who shall be entitled to a fractional share equal to less than one-half (1/2) shall not receive any additional shares.

9. Effect of Merger.

a. On the Effective Date of the Merger, the Surviving Entity shall possess, all and singular, the rights, privileges, immunities, powers and franchises of a public, as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Constituent Entities, and all property, real and personal, of each of the Constituent Entities and all debts due either of the Constituent Entities on whatever account, as well as for share subscriptions and all other things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Entity; and, all property, rights, privileges, powers and franchises, and all and every other interest shall be, thereafter, as effectually the property of the Surviving Entity as they were of the several and respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity. The Surviving Entity may record a certified copy of the Articles of Merger in any county in which a Constituent Entity holds an interest in real property.

b. If, at any time after the Effective Date of the Merger, the Surviving Entity shall consider it to be advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving

Entity the title to any property, rights, privileges, powers and franchises of the Disappearing Entity or otherwise carry out the provisions of this Agreement, the proper Directors and Officers of the Disappearing Entity last in office shall execute and deliver, upon the Surviving Entity's request, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers and franchises in the Surviving Entity, and otherwise to carry out the provisions of this Agreement.

c. The Disappearing Entity is consummating the Merger for the sole purpose to change its place of organization (i.e. changing its state of incorporation from South Carolina to Florida) and the Constituent Entities intend this Merger to qualify as an IRC Section 365(a)(1)(F) reorganization. The Surviving Entity will succeed to the Disappearing Entity's Subchapter S election because the Subchapter S election did not terminate; and, the Surviving Entity succeeded to the employer identification number of the Disappearing Entity.

10. Filing with the South Carolina Secretary of State and Florida Secretary of State. The Disappearing Entity and Surviving Entity shall cause their respective President, or other duly designated Officer to execute, or cause to be executed, and file Articles of Merger and/or similar document ("Articles of Merger") in the form required by the Florida Act and South Carolina Act, and upon the execution of this Agreement, shall be deemed incorporated by reference into the Articles of Merger, as if fully set forth in such Articles of Merger, and shall become an exhibit to such Articles of Merger. Thereafter, the applicable Articles of Merger shall be delivered, for filing by the Surviving Entity, to the Florida Secretary of State in accordance with the Florida Act, and shall be delivered for filing by the Surviving Entity, to the South Carolina Secretary of State in accordance with the South Carolina Act.

11. Termination; Abandonment. Notwithstanding the provisions hereof, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger as follows:

a. by mutual consent of the Board of Directors of the Disappearing Entity and the Board of Directors of the Surviving Entity; and

b. by either the Board of Directors of the Disappearing Entity or by the Board of Directors of the Surviving Entity if the Merger shall not have been effected.

In the event of termination of this Agreement and abandonment of the Merger as aforesaid, pursuant to this Section, written notice thereof forthwith shall be given by such Constituent Entity to the other and thereupon this Agreement and the Merger shall become void and of no effect, without any liability on the part of either of the Constituent Entities or their respective Directors and Shareholders.

The Surviving Entity hereby appoints the South Carolina Secretary of State as its agent for substitute service of process pursuant to the South Carolina Act in any proceeding to enforce against the Surviving Corporation any obligation, or the rights of any dissenting shareholders, of any domestic constituent corporation that is party to the Merger.

12. Amendment and Waiver. Either Constituent Entity may, at any time prior to the Effective Date of the Merger, by appropriate action taken and duly authorized in accordance with applicable law, waive

any of the terms or conditions of this Agreement or agree to an amendment or modification of this Agreement by an agreement, in writing, executed in the same manner (but necessarily by the same persons) as this Plan of Merger; provided, however, after a favorable vote by the Shareholders of a party hereto, any such action shall be taken by that party only if, in the opinion of the Director so acting, such amendment or modification will not have a material or adverse effect on the benefits intended under this Agreement for the Shareholders of such party and will not require re-solicitation of any proxies of such Shareholders.

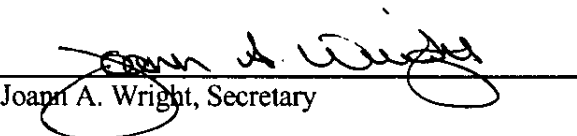
13. Counterparts. For the convenience of the parties and to facilitate any required filing, this Agreement may be executed in one or more counterparts (including by means of facsimile or electronically transmitted signature pages), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, each Constituent Entity has caused this Agreement to be executed by its appropriate duly authorized officer as of the date set forth above.

SURVIVING ENTITY:

Wrightco Trucking, Inc., a Florida corporation

By: 
Ronald A. Wright, President

By: 
Joann A. Wright, Secretary

DISAPPEARING ENTITY:

Wrightco Trucking, Inc., a South Carolina corporation

By: 
Ronald A. Wright, President

By: 
Joann A. Wright, Secretary