



THE UNITED STATES
CORPORATION
COMPANY

P93000005508

ACCOUNT NO. : 072100000032

REFERENCE : 284008 4308005

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70

ORDER DATE : June 22, 1999

ORDER TIME : 2:32 PM

ORDER NO. : 284008-070

200002920152--0

CUSTOMER NO: 4308005

CUSTOMER: Marie Decarlo, Legal Asst
Pepper Hamilton Llp
3000 Two Logan Sq.
(18th & Arch Sts.)
Philadelphia, PA 19103

RECEIVED

99 JUN 30 PM 3:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GOLDEN TOUCH LIMOUSINE OF
FLORIDA, INC.

INTO

GOLDEN TOUCH TRANSPORTATION,
INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 30 PM 5:00

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: *APR*

2/1/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOLDEN TOUCH LIMOUSINE OF FLORIDA, INC., a Florida corp.
P93000005508
,

INTO

GOLDEN TOUCH TRANSPORTATION, INC., a Delaware corporation not
qualified in Florida.

File date: June 30, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
GOLDEN TOUCH LIMOUSINE OF FLORIDA, INC
AND
GOLDEN TOUCH TRANSPORTATION, INC.**

**FILED
99 JUN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TO THE DEPARTMENT OF STATE
STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Golden Touch Limousine of Florida, Inc. with and into Golden Touch Transportation, Inc. as approved by the Board of Directors of Golden Touch Limousine of Florida, Inc. on June 25, 1999 and adopted at a meeting by the Board of Directors of Golden Touch Transportation, Inc. on June 25, 1999.

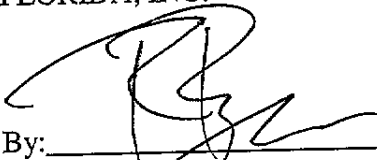
2. The merger of Golden Touch Limousine of Florida, Inc. with and into Golden Touch Transportation, Inc. is permitted by the laws of the jurisdiction or organization of Golden Touch Transportation, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Golden Touch Transportation, Inc. was June 25, 1999.

3. Shareholder approval was not required for the merger.

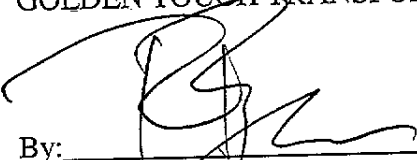
4. The effective time and date of the merger herein provided for shall be 5:00 P.M. on June 30, 1999.

Executed on June 25, 1999.

GOLDEN TOUCH LIMOUSINE OF
FLORIDA, INC.


By: _____
Name: Robert H. Byrne
Title: Senior Vice President

GOLDEN TOUCH TRANSPORTATION


By: _____
Name: Robert H. Byrne
Title: Senior Vice President

AGREEMENT AND PLAN OF MERGER

1. Golden Touch Transportation, Inc. which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Golden Touch Limousine of Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Golden Touch Limousine of Florida, Inc. into Golden Touch Transportation, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the state of Delaware.
2. The separate existence of Golden Touch Limousine of Florida, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and Golden Touch Transportation, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Golden Touch Limousine of Florida, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Golden Touch Transportation, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger of the merger herein provided for.
5. The effective time and date of the merger herein provided for shall be 5:00 P.M. on June 30, 1999,