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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

KASE Transport Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
DEC 16 PM 3:51
TALLAHASSEE, FLORIDA
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RECEIVED
DEC 16 PM 2:17
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SECRETARY OF STATE

Handwritten signature and date 12/17

P 93000060944

ARTICLES OF MERGER
Merger Sheet

MERGING:

KAJE TRANSPORT, INC., a Florida corporation, document number
P93000060944

INTO

KAJE TRANSPORT, INC.. a New York corporation not qualified in Florida

File date: December 16, 1997, effective January 1, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
of
KAJE TRANSPORT, INC.
and
KAJE TRANSPORT, INC.
into
KAJE TRANSPORT, INC.

EFFECTIVE DATE

1-1-98

FILED
97 DEC 16 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1105 of the Florida Business Corporation Act

We, the undersigned, respectively the president and secretary of KAJE TRANSPORT, INC., a Florida corporation, and the president and secretary of KAJE TRANSPORT, INC., a New York corporation, certify:

1. The name of each constituent corporation is as follows: **KAJE TRANSPORT, INC.**, a Florida corporation, and **KAJE TRANSPORT, INC.**, a New York Corporation. The surviving corporation is **KAJE TRANSPORT, INC.**, a New York corporation.

2. The number of outstanding shares of KAJE TRANSPORT, INC., a Florida corporation ("KAJE FL"), is 100 shares, \$1.00 par value, all of which are entitled to vote. The number of outstanding shares of KAJE TRANSPORT, INC., a New York corporation ("KAJE NY"), is 190 shares, no par value, all of which are entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

3. The Articles of Incorporation of KAJE FL was filed by the Florida Department of State on August 30, 1993, and the Certificate of Incorporation of KAJE NY was filed by the New York Department of State on October 22, 1986.

4. Upon the effective date of the merger, the Certificate of Incorporation and By-laws of KAJE NY, including any amendments thereto, shall become and shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the surviving corporation.

5. The effective date of the merger is the later of January 1, 1998 and the date on which the Florida Department of State files the Articles of Merger.

6. The plan of merger, a copy of which is attached hereto and incorporated herein by reference, was adopted by the unanimous written consent of the Board of Directors of each constituent corporation on December 9, 1997 followed by the written consent of the holder of all of the outstanding shares of each constituent corporation entitled to vote thereon on December 9, 1997.

7. Upon the effective date of the merger, each issued and outstanding share of common stock of KAJE FL, \$1.00 par value, shall be canceled.

8. The plan of merger has not been abandoned.

IN WITNESS WHEREOF, we have signed the Articles of Merger and affirm the truth of the statements contained herein under penalty of perjury this 9th day of December, 1997.

KAJE TRANSPORT, INC., a Florida corporation

By: Kent Johnson
Kent Johnson, President

By: Patricia N Johnson Sec.
Patricia Johnson, Secretary

KAJE TRANSPORT, INC., a New York corporation

By: Kent Johnson
Kent Johnson, President

By: Patricia N Johnson Sec.
Patricia Johnson, Secretary

AGREEMENT AND PLAN OF MERGER

MADE as of 12/9, 1997, by and between **KAJE TRANSPORT, INC.**, a Florida corporation ("KAJE FL"), and **KAJE TRANSPORT, INC.**, a New York corporation ("KAJE NY") (which companies are sometimes referred to individually as a "Constituent Company" and, collectively, the "Constituent Companies").

RECITALS:

A. KAJE FL was incorporated in the office of the Florida Department of State on August 30, 1993, under its present name and is authorized to issue 7,500 shares of \$1.00 par value common stock, of which 100 shares are issued and outstanding and are held by KAJE NY (the "KAJE FL Shareholder"). KAJE NY was incorporated in the office of the New York Department of State on October 22, 1986, is authorized to issue 200 shares of no par value common stock, of which 190 shares are issued and outstanding and are held by K.J. TRANSPORTATION, INC., a New York corporation (the "KAJE NY Shareholder").

B. The Board of Directors of KAJE FL deems it to be in the best interests of KAJE FL and its shareholder, and the Board of Directors of KAJE NY deems it to be in the best interests of the KAJE NY and its shareholder, that KAJE FL be merged with and into KAJE NY under and pursuant to the terms of this Agreement and the laws of the states of Florida and New York, with KAJE NY being the surviving entity.

C. The Board of Directors of KAJE FL, pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("FBCA") and the Board of Directors of KAJE NY, pursuant to Sections 902, 905 and 907 of the New York Business Corporation Law ("BCL") have approved and adopted this Agreement and have directed that this Agreement be submitted to a vote of the Shareholders of the respective corporations who are entitled to vote.

PROVISIONS:

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein, the parties agree as follows.

1. *The Merger.*

(a) Generally. Upon the Effective Date (defined below), KAJE FL shall be merged with and into KAJE NY (the "Merger"), the separate existence and organization of KAJE FL shall cease, and KAJE NY shall continue as the corporation surviving the merger (sometimes referred to as the "Surviving Corporation").

(b) Shareholder Approval, Articles of Merger, and Certificate of Merger.

This Agreement shall continue in effect and the Merger shall become effective only if this Agreement is adopted by the affirmative vote of the sole shareholder of each Constituent Company as provided in Section 6 of this Agreement and required under the FBCA and the BCL. Upon such adoption, that fact shall be certified by the Secretary of KAJE NY. As soon as practicable after such approval, the parties hereto shall file "Articles of Merger," in the form of Exhibit A attached to this Agreement, with the Florida Department of State and a "Certificate of Merger," in the form of Exhibit B attached to this Agreement, with the New York Department of State and a copy of the Articles of Merger, certified by the Florida Department of State, shall be filed, if required, in the office or county in which KAJE FL is located and in the recording office of each county in Florida State in KAJE FL's real property is situated and a copy of the Certificate of Merger, certified by the New York Department of State, shall be filed in the Monroe County (New York) Clerk's Office.

(c) Effective Date. The Merger shall become effective at the later of the time and on the date on which the New York Department of State files the Certificate of Merger, the time and on the date on which the Florida Department of State files the Certificate of Merger, and January 1, 1998. The time and date when the Merger becomes effective is referred to as the "Effective Date."

2. Certificate of Incorporation; By-Laws.

(a) Certificate of Incorporation. Upon the Effective Date, the Certificate of Incorporation of KAJE NY shall be the Certificate of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended, or repealed in accordance with law, the Certificate of Incorporation and the By-laws.

(b) By-Laws. Upon the Effective Date, the By-laws of KAJE NY shall be the By-laws of the Surviving Corporation until the same shall thereafter be altered, amended, or repealed in accordance with law, the Certificate of Incorporation and the By-laws.

3. Effect of the Merger. On the Effective Date, the Surviving Corporation shall continue in existence and, without further acts, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Companies and all of the liabilities, property, real and personal, in accordance with Section 332 of the Internal Revenue Code of 1986; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Companies.

4. Conversion; Cancellation.

(a) Shares of KAJE NY. Upon the Effective Date, each share of the no par value common stock of KAJE NY issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding immediately after the Effective Date.

(b) Shares of KAJE FL. Upon the Effective Date, each share of the \$1.00 par value common stock of KAJE FL issued and outstanding immediately prior to the Effective Date shall hereby be canceled and no new shares of KAJE NY shall be issued in replacement thereof.

5. **Officers and Directors.** The directors and officers of KAJE NY in office at and as of the Effective Date will remain the directors and officers of the Surviving Corporation, retaining their respective positions and terms of office.

6. **Shareholder Approval.**

(a) Member and Shareholder Vote. This Agreement shall be submitted to the sole shareholder of each Constituent Company for the purpose of their voting on the adoption hereof.

(b) Shareholder Adoption. There shall be required for the adoption of this Agreement the affirmative vote of the sole shareholder of each Constituent Company.

(c) Other Consents and Approvals. In addition to the shareholder vote required under Section 6(b), the consummation of the Merger shall be subject to obtaining such consents or approvals determined by either of the Boards of Directors of KAJE NY and KAJE FL to be necessary to effect the Merger.

7. **Termination; Abandonment.**

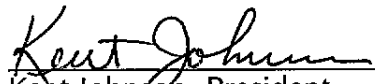
(a) Termination and Abandonment. This Agreement and the Merger may be terminated and abandoned any time prior to the Merger becoming effective by (a) the mutual consent of the Boards of Directors of the Constituent Companies; or (b) by the Board of Directors of KAJE FL if it shall, in its exclusive discretion, determine that to proceed with the Merger would adversely affect KAJE FL or its shareholder, or (c) by the Board of Directors of KAJE NY if it shall, in its exclusive discretion, determine that to proceed with the Merger would adversely affect KAJE NY or its shareholder.

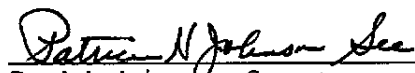
(b) Effect of Termination and Abandonment. In the event of the termination and the abandonment of this Agreement and the Merger pursuant to Section 7(a), this Agreement shall become void and of no further effect without any liability on the part of any of (i) KAJE FL and its officers, directors and shareholder, and (ii) KAJE NY and its officers, directors, and shareholders.

8. **Miscellaneous.** This Agreement contains all of the terms and conditions of the Merger and may only be amended in writing and shall be governed by the internal laws of the State of New York.

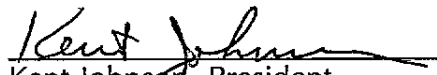
IN WITNESS WHEREOF, this Agreement and Plan of Merger was approved, ratified and adopted by both (a) the sole shareholder of KAJE FL, and (b) the sole shareholder of KAJE NY.

KAJE TRANSPORT, INC.
a Florida corporation


Kent Johnson, President


Patricia Johnson, Secretary

KAJE TRANSPORT, INC.
a New York corporation


Kent Johnson, President

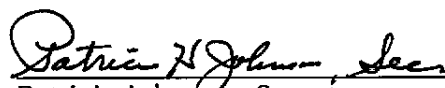

Patricia Johnson, Secretary

TABLE OF EXHIBITS

Exhibit A - Articles of Merger

Exhibit B - Certificate of Merger