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P93000070126



ACCOUNT NO. : 072100000032

REFERENCE : 198747 4327660

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1996

ORDER TIME : 10:32 AM

ORDER NO. : 198747-005

CUSTOMER NO: 4327660

CUSTOMER: Lore Gottberg, Legal Asst
Hunton & Williams
One Hanover Square, 14th Floor
P. O. Box 109
Raleigh, NC 27602

EFFECTIVE DATE
12/31/96

96 DEC 23 PM 2 23
FILED
TALLAHASSEE, FL

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*****70.00 *****70.00

ARTICLES OF MERGER

FREIGHT HANDLERS, INC. OF
FLORIDA

INTO

FREIGHT HANDLERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX _____ PLAIN STAMPED COPY

N. HENDRICKS DEC 24 1996

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

FREIGHT HANDLERS, INC. OF FLORIDA , A FLORIDA CORPORATION, P93000070126

INTO

FREIGHT HANDLERS, INC. a North Carolina corporation, corporation not
qualified in Florida.

File date: December 23, 1996, effective December 31, 1996

Corporate Specialist: Nancy Hendricks

State of Florida
Department of State

EFFECTIVE DATE
12/31/96

FILED
96 DEC 23 2 23
SECRET
TALLAH

ARTICLES OF MERGER OF
FREIGHT HANDLERS, INC. OF FLORIDA, a Florida Corporation
INTO AND WITH
FREIGHT HANDLERS, INC., a North Carolina Corporation

FREIGHT HANDLERS, INC., the surviving corporation, a corporation organized under the laws of North Carolina hereby submits these Articles of Merger for the purpose of merging **FREIGHT HANDLERS, INC. OF FLORIDA**, a corporation organized under the laws of Florida into the surviving corporation.

1. The name of the surviving corporation is **Freight Handlers, Inc.** The name of the merged corporation is **Freight Handlers, Inc. of Florida.**
2. Attached as Exhibit A is a copy of the Plan of Merger that was duly adopted in the manner prescribed by law by the board of directors and shareholders of each of the corporations participating in the merger.
3. With respect to the surviving corporation (check either a or b, whichever is applicable):
 - a. _____ Shareholder approval was not required for the merger.
 - b. x Shareholder approval was required for the merger and the merger was approved by the Shareholders as follows:

(i) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger were as follows:

<u>Designation of Class</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to be Cast</u>
Common Stock	100	100

(ii) The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote on the merger was as follows:

<u>Designation of Class</u>	<u>Number of Votes Cast</u>	
	<u>For</u>	<u>Against</u>
Common	100	0

4. With respect to the merged/acquired corporation (check either a or b, whichever is applicable):
- a. Shareholder approval was not required for the merger.
- b. x Shareholder approval was required for the merger and the merger was approved by the Shareholders as follows:

(i) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger were as follows:

<u>Designation of Class</u>	<u>Number of</u>	<u>Number of Votes</u>
	<u>Outstanding Shares</u>	<u>Entitled to be Cast</u>
Common Stock	100	100

(ii) The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote on the merger was as follows:

<u>Designation of Class</u>	<u>Number of Votes Cast</u>	
	<u>For</u>	<u>Against</u>
Common	100	0

5. These articles will be effective on December 31, 1996 at 11:59 p.m.

This the 20th day of December, 1996

FREIGHT HANDLERS, INC.

BY:

Jayne E. Wall JAYNE E. WALL

Title:

President PRESIDENT

Exhibit A

PLAN OF MERGER

Freight Handlers, Inc. of Florida
Freight Handlers, Inc. of Pennsylvania
Freight Handlers, Inc. of South Carolina
Freight Handlers, Inc. of Tennessee
Freight Handlers, Inc. of Texas and
Freight Handlers, Inc. of Virginia

WITH AND INTO

Freight Handlers, Inc.

This Plan of Merger is to effect the merger of Freight Handlers, Inc. of Florida, a Florida corporation, Freight Handlers, Inc. of Pennsylvania, a Pennsylvania corporation, Freight Handlers, Inc. of South Carolina, a South Carolina corporation, Freight Handlers, Inc. of Tennessee, a Tennessee corporation, Freight Handlers, Inc. of Texas, a Texas corporation, and Freight Handlers, Inc. of Virginia, a Virginia corporation (the "Merging Corporations"), with and into Freight Handlers, Inc., a North Carolina corporation ("Surviving Corporation").

1. Merger. The names of the Merging Corporations are Freight Handlers, Inc. of Florida, Freight Handlers, Inc. of Pennsylvania, Freight Handlers, Inc. of South Carolina, Freight Handlers, Inc. of Tennessee, Freight Handlers, Inc. of Texas, and Freight Handlers, Inc. of Virginia. The name of the Surviving Corporation is Freight Handlers, Inc. The Merging Corporations and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations." Pursuant to this Plan of Merger by and among the Constituent Corporations, the Merging Corporations shall merge with and into the Surviving Corporation.

Freight Handlers, Inc., as the Surviving Corporation, shall retain its corporate identity and shall succeed to all of the rights, assets, liabilities and obligations of the Merging Corporations.

2. Effective Time. The Merger shall become effective as of 11:59 p.m. on December 31, 1996 (the "Effective Time").

3. Conversion of Shares. At the Effective Time, all shares of common stock, Fifteen Dollars (\$15.00) par value with respect to Freight Handlers, Inc. of Florida, Freight Handlers, Inc. of Pennsylvania, Freight Handlers, Inc. of Tennessee, Freight Handlers, Inc. of Texas; Twenty-Five Dollars (\$25.00) par value with respect to Freight Handlers, Inc. of Virginia; and no par value with respect to Freight Handlers, Inc. of South Carolina, issued and outstanding immediately before the Effective Time, by virtue of the Merger, and without any further action on the part of the holder thereof, shall be canceled. All outstanding shares of the Surviving Corporation's common stock will remain outstanding and unchanged.

4. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or in equity are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Date of the Merger, and

thereafter the officers of the Surviving Corporation on behalf of the Merging Corporations, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.