

CAPITAL CONNECTION, INC.

#17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P94000088729

Safe Transportation Systems, Inc.

500003515585--7

-12/28/00 -01021--016

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

Merger

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File Photo
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature _____

Requested by: CD

Name

Date

Time

Walk-In

Will Pick Up

FILED
DEC 28 PM 12:19
TALLAHASSEE, FLORIDA

ADP
12/28/00

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SAFE TRANSPORTATION SYSTEMS, INC., a Wyoming corporation not
authorized to transact business in Florida

INTO

SWEETS AND EATS, INC., a Florida entity, P94000088729.

File date: December 28, 2000

Corporate Specialist: Annette Ramsey

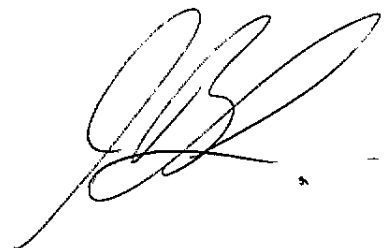
ARTICLES OF MERGER
OF
SAFE TRANSPORTATION SYSTEMS, INC.
(a Wyoming corporation)
INTO
SWEETS AND EATS, INC.
(a Florida corporation)

FILED
00 DEC 28 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act, Safe Transportation Systems, Inc., a Wyoming corporation, and Sweets and Eats, Inc., a Florida corporation, certify that:

- First: The name and state of the constituent corporations of the merger are:
- Safe Transportation Systems, Inc., a Wyoming corporation, and
Sweets and Eats, Inc., a Florida corporation
- Second: An agreement and plan of merger dated December 18, 2000, between Safe Transportation Systems, Inc. and Sweets and Eats Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by shareholders of each constituent corporations in accordance with the requirements of section 607.1101 of the Florida Business Corporation Act.
- Third: The name of the corporation that survives the merger is Sweets and Eats, Inc. Corp. (the "surviving corporation").
- Fourth: The certificate of incorporation of Sweets and Eats, Inc. is the certificate of incorporation of the surviving corporation.
- Fifth: The executed Merger Agreement is on file at the office of the surviving corporation located at 7695 S.W. 104th Street, Suite 210, Miami, FL 33131.
- Sixth: The surviving corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of any constituent corporation.
- Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Florida and the Secretary of State of Wyoming.

WHEREFORE, the undersigned has caused this certificate to be executed this 18th day of December, 2000.



Safe Transportation Systems, Inc.

Sweets and Eats, Inc.

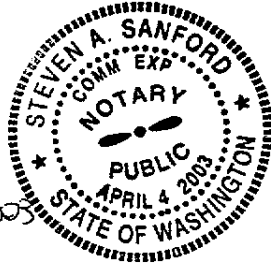
By: [Signature]
James B. Long, PresidentBy: _____
James H. Bailey, President

STATE OF WASHINGTON

COUNTY OF Whatcom

Sworn to and subscribed before me this ____ day of December, 2000, by James B. Long, as President of Safe Transportation Systems, Inc. who is personally known to me or who provided an identification.

Commission Expires:

April 4th 2003[Signature]
Notary PublicSteven A. Sanford
Printed Name of Notary

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to and subscribed before me this ____ day of December, 2000, by James H. Bailey, as President of Sweets and Eats, Inc., who is personally known to me or who provided an identification.

Commission Expires:

Notary Public_____
Printed Name of Notary

Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Florida and the Secretary of State of Utah.

WHEREFORE, the undersigned has caused this certificate to be executed this 18th day of December, 2000.

Safe Transportation Systems, Inc

Sweets and Eats, Inc.

By: _____
James B. Long, President

By: James H. Bailey
James H. Bailey, President

STATE OF
COUNTY OF

Sworn to and subscribed before me this ____ day of December, 2000, by James B. Long, as President of Safety Transportation Systems, Inc. who is personally known to me or who provided an identification.

Commission Expires:

Notary Public

Printed Name of Notary

STATE OF FLORIDA
COUNTY OF ORANGE

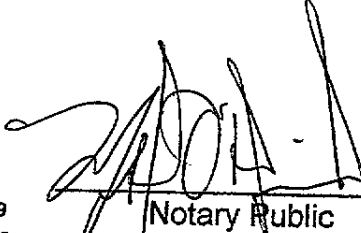
Sworn to and subscribed before me this 18th day of December, 2000, by James H. Bailey, as President of Sweets and Eats, Inc., who is personally known to me or who


provided an identification.

Commission Expires:



Michael J O'Derrick
My Commission CC887039
Expires November 11 2003


Notary Public


Printed Name of Notary

MERGER AGREEMENT

This Agreement of Merger is made this 18th day of December, 2000, by and between Sweets and Eats, Inc., a Florida corporation with its principal place of business at 1008 Royal Aberdeen Way, Orlando, FL 32828 ("the Surviving Corporation"), and Safe Transportation Systems, Inc., a Wyoming corporation with its principal place of business at 3873 Airport Way, Suite B, Bellingham, WA 98226 ("the Absorbed corporation").

RECITALS

1. Safe Transportation Systems, Inc., ("STS" is a corporation duly organized and existing under the laws of the State of Wyoming, with its principal place of business at 3873 Airport Way, Suite B, Bellingham, WA 98226.
2. STS has a capitalization of 50,000,000 shares of common stock having a par value of \$.001 per share and 5,000,000 preferred shares, of which 12,000,000 common shares are issued and outstanding.
3. Sweets and Eats, Inc. ("SAE") is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1008 Royal Aberdeen Way, Orlando, FL 32828.
4. SAE has a capitalization of 50,000,000 authorized shares of common stock, having a par value of \$.001 per share, of which 4,000,000 shares are issued and outstanding.
5. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that STS be merged into SAE, in accordance with Florida Statute 607.1101 in order that the corporation qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code and Florida Statute 607.1101.



In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

6. STS shall merge into SAE, which shall be the surviving corporation.

SECTION TWO - TERMS AND CONDITIONS

7. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property: real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

8. On the effective date, the separate existence of STS shall cease, and SAE shall be fully vested in STS's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statute 607.1106.

9. If at any time after the effective date SAE shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this agreement, the appropriate officers of SAE or STS, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of SAE, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record such title thereto in SAE or to otherwise carry out the provisions of this agreement.

10. After the effective date of the merger, each holder of certificates for shares of STS

A handwritten signature in black ink, appearing to be 'B. Goldstein', is located at the bottom right of the page.

shall surrender them to SAE in such manner as SAE shall legally require. On receipt of such certificates, SAE shall issue and exchange therefor certificates for shares of SAE, representing the number of shares of such stock to which such holder is entitled as provided for herein. Holders of certificates of shares of SAE shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for such shares in the surviving corporation.

SECTION THREE - CONVERSION OF SHARES

11. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

A. With each share of STS owned prior to the Merger, such shareholder will receive one share of SAE.

B. All shares of SAE stock into which shares of STS stock shall have been converted and become exchangeable for pursuant to this agreement shall be deemed to have been paid in full satisfaction of such converted shares.

C. Fractional shares of SAE stock will not be issued. Former holders of STS stock who would be entitled to receive fractional shares of SAE on the effective date, if any, shall receive in lieu thereof cash in an amount determined as follows: one dollar (\$1.00) for each fractional share.

SECTION FOUR - ARTICLES OF INCORPORATION

12. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.



SECTION FIVE - BY-LAWS

13. The by-laws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX - DIRECTORS AND OFFICERS

14. The directors and officers of the surviving corporation as of the date of the merger, shall be:

James B. Long	President, Chief Executive Officer and Director
Ian Pallett	Executive Vice President and Director
Patrick Riebalkin	Vice President of New Product Development
George Roy Long, Jr.	Director

SECTION SEVEN - APPROVAL OF SHAREHOLDERS

15. This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

SECTION EIGHT - EFFECTIVE DATE

16. The effective date of this merger shall be the date when a certificate of merger is filed with the Florida Secretary of State.

SECTION NINE - ABANDONMENT OF MERGER

17. This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the shareholders of either of the constituent



corporations, or

B. If, in the judgment of the board of directors of either of the constituent corporations, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

SECTION TEN - EXECUTION OF AGREEMENT

18. This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument. Facsimile signatures shall constitute original signatures.

EXECUTED on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

Safe Transportation Systems, Inc.

By: 
JAMES B. LONG, President

Sweets and Eats, Inc.


JAMES H. BAILEY, President

Safe Transportation Systems, Inc.

Sweets and Eats, Inc.

By: _____

James B. Long, President

By: 
James H. Bailey, President