

1201 HAYS STREET

TALLAHASSEE, FL 32301

904/222-1111

904/222-1193 FAX

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 648691 86901H

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 26, 1995

ORDER TIME : 11:17 AM

ORDER NO. : 648691

CUSTOMER NO: 86901H

300001546683

CUSTOMER: Ms. Rene Payne  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
830 Bear Tavern Road  
Suite 305  
Trenton, NJ 086281020

DOMESTIC FILING

NAME: BESTWAY DISTRIBUTION  
ACQUISITION CORP.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUL 26 1995

FILED  
95 JUL 26 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BESTWAY DISTRIBUTION ACQUISITION CORP.

FILED  
95 JUL 26 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is BESTWAY DISTRIBUTION ACQUISITION CORP.

SECOND: The street address, wherever located, of the principal office of the corporation is 30 Galesi Drive, Suite 102, Wayne, New Jersey 07470.

The mailing address, wherever located, of the corporation is same as above.

\* \* \* \* \*

THIRD: The number of shares that the corporation is authorized to issue is fifty (50), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME  
Alan Wovsaniker

ADDRESS  
Lowenstein, Sandler  
65 Livingston Ave.  
Roseland, New Jersey 07068

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or - which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

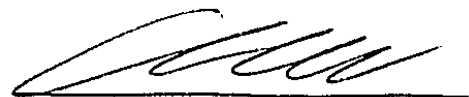
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINETH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TENTH: The corporate existence of the corporation shall begin upon the date of filing with the State of Florida.

Signed on July 24, 1995



Alan Wovsaniker, Incorporator

Having been named as registered agent and to accept service of process for the abovenamed corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with

the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Doreen Haeselin-Assel V.P.  
[Name], [Title] Doreen Haeselin Assistant V.P.

Date: July 25, 1995

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
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RECEIVED  
TALLAHASSEE

ACCOUNT NO. : 072100000012

REFERENCE : 742892 869010

AUTHORIZATION :

COST LIMIT : 157.50

ORDER DATE : November 21, 1995

ORDER TIME : 3:24 PM

ORDER NO. : 742892

CUSTOMER NO: 869010

CUSTOMER: Mr. Maris Kruze  
Prentice Hall Legal &  
375 Hudson Street

New York, NY 10014

ARTICLES OF MERGER

CROWN COURIER SYSTEMS, INC.  
Bestway Dist. Services Corp.

INTO  
Bestway Distribution Acquisition  
~~BESTWAY DISTRIBUTION SERVICES~~  
~~CORP., AND BESTWAY~~  
~~DISTRIBUTION SERVICES, INC. &~~

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

N. HENDRICKS NOV 22 1995

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BESTWAY DISTRIBUTION SERVICES, INC., A FLORIDA CORPORATION,  
J86010

CROWN COURIER SYSTEMS, INC., A FLORIDA CORPORATION, 453888

INTO

BESTWAY DISTRIBUTION ACQUISITION CORP. which changed its name to  
**CROWN-BESTWAY CORP.**, a Florida corporation, P95000057716

File date: November 21, 1995, effective November 27, 1995

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 157.50

**ARTICLES  
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 20<sup>th</sup> day of November, 1995, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

Bestway Distribution Acquisition Corp., a Florida corporation (sometimes referred to herein as the "Surviving Corporation");

Bestway Distribution Services, Inc., a Florida corporation ("Bestway");  
and

Crown Courier Systems, Inc., a Florida corporation ("Crown");

**BACKGROUND**

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 26, 1995 and having an authorized capital stock of 50 shares of common stock having no par value per share, of which 50 shares, being all the shares issued and outstanding, are owned by Consolidated Delivery & Logistics, Inc. ("CDL").

B. (i) Bestway is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on August 6, 1987, and having an authorized capital stock of 1,000 shares of common stock having a par value of \$1.00 per share, of which 200 shares, being all the shares issued and outstanding, are owned by the following:

Norton Hight (100 shares); and  
Philip Snyder (100 shares).

(ii) Crown is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on May 30, 1974, and having an authorized capital stock of 100 shares of common stock having a par value of \$10.00 per share, of which 90 shares, being all the shares issued and outstanding, are owned by the following:

Norton Hight (45 shares); and  
Philip Snyder (45 shares).

C The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

**NOW, THEREFORE,** in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the close of business on November ~~27~~ 1995 (the "Effective Date").

2. The names of the corporations that are parties to the Merger are as follows:

- (a) Bestway Distribution Acquisition Corp.;
- (b) Bestway Distribution Services, Inc.; and
- (c) Crown Courier Systems, Inc.

3. The surviving corporation shall be Bestway Distribution Acquisition Corp.

4. The undersigned hereby certify that this Plan was unanimously adopted in resolutions of the Board of Directors of the Surviving Corporation on the 8th day of September, 1995, and was unanimously approved by the shareholders of all the issued and outstanding shares of the Surviving Corporation on the same date. The undersigned hereby certify that this Plan was unanimously adopted in resolutions of the Boards of Directors of each of Bestway and Crown on the 8th day of September, 1995, and was unanimously approved by the shareholders of all the issued and outstanding shares of such corporations on the same date. For each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by that voting group.

5. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

- (a) all shares of the Surviving Corporation shall remain unchanged;
- and



(b) all of the shares of Bestway and Crown not owned by such companies or held in their respective treasuries shall be converted on the Effective Date of the Merger into a total of (i) 192,063 shares of common stock of CDL, and (ii) \$1,920,628 in cash or immediately available funds, and shall be distributed to the shareholders in proportion to their ownership in the companies as otherwise agreed to by the shareholders. The cash will be paid and the new share certificates of CDL common stock shall be promptly issued and delivered after the Effective Date upon surrender of the outstanding stock certificates of Bestway and Crown. The issue date of all new certificates shall be the Effective Date. No interest will be paid on the cash. Any shares of Bestway or Crown owned by Bestway and Crown, respectively, or held in their respective treasuries on the Effective Date shall be canceled.

6. The By-Laws of Bestway Distribution Acquisition Corp. in effect at the time the Merger becomes effective shall be and remain the By-Laws of the Surviving Corporation until the same is altered, amended, or repealed.

7. The Merger will not effect any change in the Articles of Incorporation of Bestway Distribution Acquisition Corp., except that Article I of said Articles of Incorporation are amended to read as follows:

#### "ARTICLE I

##### Corporate Name

The name of the Corporation is Crown-Bestway Corp."

8. The Directors of the Surviving Corporation shall be Philip Snyder, John Mattei, Joseph Wojak and William Brannan. The Officers of Bestway in office at the time the Merger becomes effective shall be the Officers of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares. There were no dissenters.

10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of Bestway and Crown shall cease and the Surviving Corporation shall have all of their respective rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all

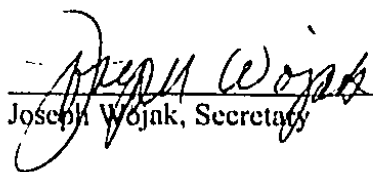
other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

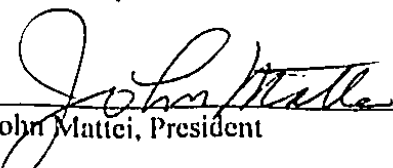
12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of Bestway and Crown; and, any claim existing or action or proceeding pending by or against Bestway or Crown may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of Bestway or Crown. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

**IN WITNESS WHEREOF**, these Articles and Plan of Merger have been executed and acknowledged by the President and Secretary of the Constituent Corporations.

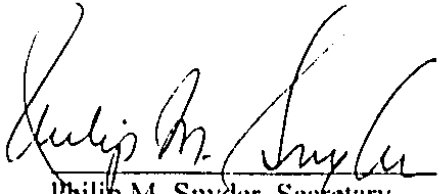
Attest:

BESTWAY DISTRIBUTION  
ACQUISITION CORP.,  
a Florida corporation

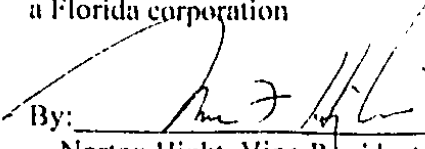
  
\_\_\_\_\_  
Joseph Wojak, Secretary

By:   
\_\_\_\_\_  
John Mattei, President

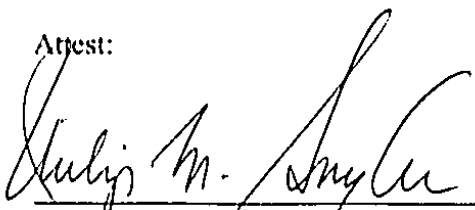
Attest:

  
Philip M. Snyder, Secretary

BESTWAY DISTRIBUTION  
SERVICES, INC.,  
a Florida corporation

By:   
Norton Hight, Vice-President

Attest:

  
Philip M. Snyder, Secretary

CROWN COURIER SYSTEMS, INC.,  
a Florida corporation

By:   
Norton Hight, Chief Executive Officer