

P95000081269

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EFFECTIVE DATE  
12-31-07

12/26/07--01025--001 \*\*78.75

APPROVED  
AND  
FILED

07 DEC 26 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

Q. Co. 01/02/08 JAN 02 2008

# BEST LAW OFFICES, P.C.

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300 EAST MAIN STREET  
NORFOLK, VIRGINIA 23510

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NORFOLK, VIRGINIA 23514

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E-MAIL: bhaden@bestlex.com

December 21, 2007

## VIA FEDERAL EXPRESS

Amendment Section  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger of Fracht FWO Inc., Florida Corporation  
Into Fracht FWO Inc., a New York Corporation

Dear Representative:

In connection with the above-referenced matter, please find enclosed for filing a Cover Letter and Articles of Merger merging Fracht FWO Inc., a Florida corporation into Fracht FWO Inc., a New York corporation, along with our firm's check in the amount of \$78.75 for the associated filing fees.

Please note that this is a merger of a wholly owned subsidiary into its parent company and simultaneous with the merger of the subsidiary into its parent, we are filing the enclosed Cover Letter and application for certificate to transact business in Florida for Fracht FWO Inc., the parent New York corporation. A second check in the amount of \$70.00 is enclosed for the filing fees to qualify the New York parent company in Florida.

The merger of the subsidiary company into the parent company is scheduled to take effect on December 31, 2007, the same date on which the qualification of the parent company is designated to be effective. Per earlier conversations with your office, we understand that by effecting the merger of the subsidiary into the parent company simultaneous with the qualification of the parent company, there should not be any problem with the use of the parent's name to transact business in Florida.

If you have any questions or require any additional information, please contact either myself or Chuck Best at the numbers listed above. Thank you for your assistance.

Very truly yours,



Brent R. Haden

BRH/kk  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fracht FWO Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Brent R. Haden

(Contact Person)

Best Law Offices, P.C.

(Firm/Company)

P.O. Box 3397

(Address)

Norfolk, VA 23514

(City/State and Zip Code)

For further information concerning this matter, please call:

Brent R. Haden

(Name of Contact Person)

At ( 757 ) 624-1800

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

**Fracht FWO Inc. (a Florida corporation)**

**Into**

**Fracht FWO Inc. (a New York corporation)**

**EFFECTIVE DATE**

**12-31-07**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1104, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation is Fracht FWO Inc., a New York Corporation

**Second:** The name and jurisdiction of each merging corporation is Fracht FWO Inc., a Florida Corporation whose Document Number is P95000081269 (hereinafter known as "Fracht FL").

**Third:** The Plan of Merger is attached to this document.

**Fourth:** The merger shall become effective at 11:59 p.m. on December 31, 2007.

**Fifth:** The Plan of Merger was adopted by the board of directors of the surviving corporation on December 19, 2007 and shareholder approval was not required.

**Sixth:** Shareholder and Board of Director's approval was not required for Fracht FL. Fracht FWO Inc. is the parent company and sole shareholder of Fracht FL. Approval by the Board of Directors or Shareholders of a wholly owned subsidiary is not required under Section 607.1104 of the Florida Business Corporation Act.

**Seventh:** These Articles of Merger are executed in the name of:

Fracht FWO Inc.  
a New York corporation

  
Etienne Seiler, President

Fracht FWO Inc.  
a Florida corporation

  
Etienne Seiler, President

**APPROVED  
AND  
FILED**  
**07 DEC 26 PM 12:19**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## **PLAN AND AGREEMENT OF MERGER**

**FRACHT FWO (VA), INC.**  
(a Virginia corporation)

**FRACHT FWO, INC.**  
(an Illinois corporation)

**FRACHT FWO, INC.**  
(a Florida corporation)

**FRACHT FWO, INC.**  
(a California corporation)

**FRACHT FWO, INC.**  
(a Texas corporation)

**FRACHT USA, INC.**  
(a Georgia corporation)

### **INTO**

**FRACHT FWO INC.**  
(a New York corporation)

THIS PLAN AND AGREEMENT OF MERGER ("Agreement"), dated as of the 19<sup>th</sup> day of December, 2007, is by and between Fracht FWO Inc., a New York corporation, located at 147-39 175 Street, Ste. 211, Jamaica, New York 11434, Fracht FWO (VA), Inc., ("Fracht VA"), a Virginia corporation, located at 2100 East City Hall Avenue, Suite 500, Norfolk, Virginia 23510, Fracht FWO, Inc., ("Fracht IL"), an Illinois corporation, located at 3158 Des Plaines Avenue, Suite 133-135, Des Plaines, Illinois 60018, Fracht FWO Inc., ("Fracht FL"), a Florida corporation, located at 8350 N.W. 52<sup>nd</sup> Terrace, Miami, Florida 33166, Fracht FWO Inc., ("Fracht CA"), a California corporation, located at 6033 West Century Boulevard, Suite 670, Los Angeles, California 90045, Fracht FWO Inc., ("Fracht TX"), a Texas corporation, located at 2700 Greens Road, Building K Suite 100, Houston, Texas 77032, and Fracht USA Inc., ("Fracht USA"), a Georgia corporation, located at 510 Plaza Drive, Suite 1550, Atlanta, Georgia 30349.

### **WITNESSETH:**

**WHEREAS**, Fracht FWO Inc. is a corporation duly organized and existing under the laws of the State of New York, having been incorporated on October 15, 1976; Fracht VA is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having been incorporated on December 16, 2002; Fracht IL is a corporation duly organized and existing under the laws of the State of Illinois, having been incorporated on December 21, 1992; Fracht FL is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on October 23, 1995; Fracht CA is a corporation duly organized and existing under the laws of the State of California, having been incorporated on May 11, 1988; Fracht TX is a corporation duly organized and existing under the laws of the State of Texas,

having been incorporated on May 11, 1998; and Fracht USA is a corporation duly organized and existing under the laws of the State of Georgia, having been incorporated on January 2, 2003; and

**WHEREAS**, Fracht VA, Fracht IL, Fracht FL, Fracht CA, Fracht TX, and Fracht USA (together, the "Subsidiary Corporations") are wholly owned subsidiaries of Fracht FWO Inc.; and

**WHEREAS**, the Board of Directors of Fracht FWO Inc. deems it advisable for the general welfare and advantage of Fracht FWO Inc. and the Subsidiary Corporations and their respective shareholders that the Subsidiary Corporations be merged into Fracht FWO Inc. pursuant to this Agreement, and Fracht FWO Inc. and the Subsidiary Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of New York and, for the respective Subsidiary Corporations, the laws of:

for Fracht VA , the Commonwealth of Virginia;

for Fracht IL, the State of Illinois;

for Fracht FL, the State of Florida;

for Fracht CA, the State of California;

for Fracht TX, the State of Texas; and

for Fracht USA, the State of Georgia.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree that the Subsidiary Corporations shall be merged into Fracht FWO Inc., which shall continue its corporate existence and be the corporation surviving the merger (Fracht FWO Inc. hereinafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

#### ARTICLE I Effective Date of the Merger

At the effective date of the Merger, the separate existence of each of the Subsidiary Corporations shall cease and they shall be merged into Fracht FWO Inc. Consummation of this Agreement shall be effected on December 31, 2007, at 11:59 p.m. (the "Effective Date").

#### ARTICLE II Bylaws

The Bylaws of Fracht FWO Inc. at the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until same shall be altered or amended in accordance with the provisions thereof.

ARTICLE III  
Directors and Officers

The directors of Fracht FWO Inc. at the Effective Date of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of Fracht FWO Inc. at the Effective Date of the Merger shall be the officers of the Surviving Corporation.

ARTICLE IV  
Cancellation of Subsidiary Corporation's Stock

At the Effective Date of the Merger, each and every share of common stock of Fracht VA, Fracht IL, Fracht FL, Fracht CA, Fracht TX, and Fracht USA issued and outstanding shall be cancelled and deemed to be of no effect or right.

ARTICLE V  
Effect of the Merger

At the Effective Date of the Merger, Fracht FWO Inc. shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of the Subsidiary Corporations, and all the rights, privileges, immunities, powers and franchises of the Subsidiary Corporations and all property, real, personal and mixed, and all debts due to the Subsidiary Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Subsidiary Corporations, shall be vested in Fracht FWO Inc.; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of Fracht FWO Inc. as they were of the Subsidiary Corporations, and the title to any real estate vested by deed or otherwise in the Subsidiary Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all the rights of creditors and all liens upon any property of the Subsidiary Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date of the Merger, and all debts, liabilities and duties of the Subsidiary Corporations shall thenceforth attach to Fracht FWO Inc. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Fracht FWO Inc.

ARTICLE VI  
Business Pending Merger

Neither Fracht FWO Inc. nor any of the Subsidiary Corporations shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

ARTICLE VII  
Additional Provisions

The Constituent Corporations further agree as follows:

1. This Merger is pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended (together with the rules and regulations promulgated thereunder the "Code"), and is intended to be a tax-free merger under the laws of the United States of America, the Commonwealth of Virginia, and the States of: New York, Illinois, Florida, California, Texas, and Georgia.


2. This Agreement shall be construed in accordance with the laws of the State of New York.

3. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original, but all of such counterparts together shall constitute the same document.

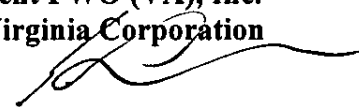
\* \* \* \* \*

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.


**Fracht FWO Inc.**  
**A New York Corporation**

By:   
Name: Etienne Seiler  
Title: President

**Fracht FWO (VA), Inc.**  
**A Virginia Corporation**


By:   
Name: Etienne Seiler  
Title: President

**Fracht FWO Inc.**  
**An Illinois Corporation**

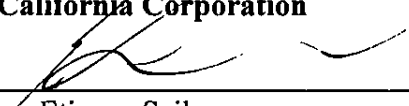
By:   
Name: Etienne Seiler  
Title: President



**Fracht FWO Inc.**  
**A Florida Corporation**

By:   
Name: Etienne Seiler  
Title: President


**Fracht FWO Inc.**  
**An California Corporation**

By:   
Name: Etienne Seiler  
Title: President

**Fracht FWO Inc.**  
**A Texas Corporation**

By:   
Name: Etienne Seiler  
Title: President

**Fracht USA Inc.**  
**A Georgia Corporation**

By:   
Name: Etienne Seiler  
Title: President