



THE UNITED STATES CORPORATION COMPANY

95000096045

ACCOUNT NO. : 072100000032

REFERENCE : 509400 4304990

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1997

merger

ORDER TIME : 11:57 AM

ORDER NO. : 509400-035

400002279884--8

CUSTOMER NO: 4304990

CUSTOMER: Denise Annunciata, Legal Asst
Ropes & Gray
One International Pl

Boston, MA 02110

ARTICLES OF MERGER

SAFERIDE SERVICES

9/3/97

INTO

SAFE RIDE SERVICES, INC.

FILED
97 AUG 28 PM 2:41
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS:

*02250, 00721 00672

P95000096045

ARTICLES OF MERGER
Merger Sheet

MERGING:

SAFE RIDE SERVICES, INC., a Florida corporation P95000096045

INTO

SAFE RIDE SERVICES, INC., an Arizona corporation not qualified in Florida.

File date: August 28, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SAFE RIDE SERVICES, INC.
Ref. Number: P95000096045

RESUBMIT

Please give original
submission date as file date.

We have received your document for SAFE RIDE SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00043790

FILED
97 AUG 28 PM 2:41
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
SAFE RIDE SERVICES, INC.,
a Florida corporation
(the "Extinguished Corporation")

WITH AND INTO

SAFE RIDE SERVICES, INC.,
an Arizona corporation

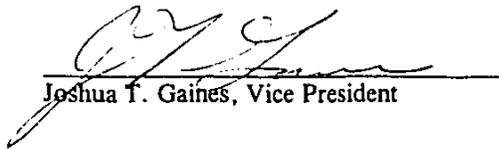
To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging the Extinguished Corporation with and into Safe Ride Services, Inc., an Arizona corporation (the "Parent") as approved by the Board of Directors of the Extinguished Corporation on August 25, 1997 and adopted by a unanimous vote at a meeting of the Board of Directors of the Parent on August 25, 1997.
2. The merger of the Extinguished Corporation with and into the Parent is permitted by the laws of the State of Arizona and has been authorized in compliance with said laws.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be August 28, 1997

EXECUTED ON August 25, 1997.

SAFE RIDE SERVICES, INC.
a Florida corporation


Joshua T. Gaines, Vice President

SAFE RIDE SERVICES, INC.,
an Arizona corporation

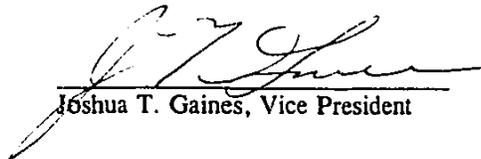

Joshua T. Gaines, Vice President

EXHIBIT A

PLAN OF MERGER

1. Safe Ride Services, Inc., (the "Parent"), which is a business corporation of the State of Arizona and the owner of all of the outstanding shares of Safe Ride Services, Inc. (referred to hereinafter as the "Extinguished Corporation"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges the Extinguished Corporation into itself, pursuant to the provisions of the Florida Business Corporation Act; and pursuant to the provisions of the Laws of the State of Arizona.
2. The separate existence of the Extinguished Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporations Act; and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Laws of the State of Arizona.
3. The issued shares of the Extinguished Corporation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger and the merger herein provided for.