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NAME: FALMOUTH TRANSPORT CORP.

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Merger

See
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SUSSEX TRANSPORT CORP., a Florida corporation, P96000076874

SUFFOLK TRANSPORT CORP., a Florida corporation, P96000076852

INTO

FALMOUTH TRANSPORT CORP., a Florida corporation, P96000076911

File date: December 31, 1997

Corporate Specialist: Teresa Brown

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ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act, SUFFOLK TRANSPORT CORP. ("Suffolk"), SUSSEX TRANSPORT CORP. ("Sussex") and FALMOUTH TRANSPORT CORP. ("Survivor") adopt the following Articles of Merger for the purpose of merging Suffolk and Sussex into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is attached as Exhibit "A."

ARTICLE II

Effective time and date of the merger shall be 11:58 p.m. (Tampa, Florida time) December 31, 1997.

ARTICLE III

Suffolk and Sussex, each, adopted the Plan of Merger effective as of December 31, 1997 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on December 29, 1997, respectively, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. The Survivor adopted the Plan of Merger effective as of December 31, 1997 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on December 29, 1997, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. All issued and outstanding shares of all classes of capital stock of the corporations are owned by Jeffrey Seaman. Each corporation has issued and outstanding only one class of common stock; no other class of stock was or is issued and outstanding. As sole shareholder of each of the corporations, Jeffrey Seaman voted all of his shares of each corporation for said Plan of Merger and no shares were voted against, constituting a sufficient number of votes of each of the corporations to approve the merger as to each of the corporations.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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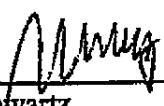
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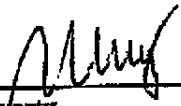
IN WITNESS WHEREOF, the undersigned have executed this document as of this 31st day of December, 1997.



Larry Schwartz
as Vice President of Suffolk Transport Corp.



Larry Schwartz
as Vice President of Sussex Transport Corp.



Larry Schwartz
as Vice President of Falmouth Transport Corp.

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EXHIBIT A

PLAN OF MERGER

SUFFOLK TRANSPORT CORP., a Florida corporation ("**Suffolk**"), **SUSSEX TRANSPORT CORP.**, a Florida corporation ("**Sussex**") and **FALMOUTH TRANSPORT CORP.**, a Florida corporation (the "**Survivor**"), hereby adopt the following plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act.

a) The names of each corporation planning to merge are:

- (i) Suffolk Transport Corp.
- (ii) Sussex Transport Corp.
- (iii) Falmouth Transport Corp.

b) The name of the surviving corporation is:

Falmouth Transport Corp.

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of Suffolk and Sussex shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of each of Suffolk and Sussex without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of each of Suffolk and Sussex and neither the rights of the creditors nor any liens on the property of Suffolk or Sussex shall be impaired by the merger.

d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

(i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger, and

(ii) Each share of stock of each of Suffolk and Sussex that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger.

e) The assets of each of Suffolk and Sussex shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate

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stated capital, capital surplus, and earned surplus of Suffolk and Sussex and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the Survivor.

- f) Effective time and date of the merger shall be 11:58 p.m. (Tampa, Florida time), December 31, 1997.