

P96000104023

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/29

EFFECTIVE DATE
12/31/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 PM 1:21

Corporation(s) Name

Fischer-Hughes of Allentown, Inc.
Fischer-Hughes of Florida, Inc.
American Way Moving Systems, Inc.
Merging into
Fischer-Hughes Transport, Inc.

☐ Profit
☐ Nonprofit

☐ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

200003517122--0
-12/29/00 --01050--017
*****70.00 *****70.00

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

200003517122--0
-12/29/00 --01050--018
*****70.00 *****70.00

***Special Instructions**

☐ Certified Copy
☐ Photocopies
☐ Parts/amends/mergers ☐ Other-See Above

☐ CUS

(XXX)Walk in

(XXX)Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

V. SHEPARD
JAN 2, 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

FISCHER-HUGHES OF ALLENTOWN, INC., a Pennsylvania corporation not
qualified in Florida
FISCHER-HUGHES OF FLORIDA, INC., a Florida corporation, P96000104023
AMERICAN WAY MOVING SYSTEMS, INC., a Delaware corporation not
qualified in Florida

INTO

FISCHER-HUGHES TRANSPORT, INC., a Pennsylvania corporation not
qualified in Florida.

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Fischer-Hughes Transport, Inc.

Pennsylvania

EFFECTIVE DATE
12/31/00

FILED
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Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Fischer-Hughes of Allentown, Inc.

Pennsylvania

Fischer-Hughes of Florida, Inc.

Florida

American Way Moving Systems, Inc.

Delaware

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on ~~the date the Articles of Merger are filed with the Florida Department of State~~

OR 12 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 26, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

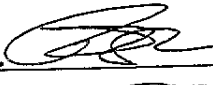

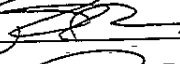
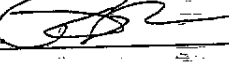
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 26, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Fischer-Hughes Transport, Inc.		Robert M. Hughes, President
Fischer-Hughes of Allentown, Inc.		Robert M. Hughes, President
Fischer-Hughes of Florida, Inc.		Robert M. Hughes, President
American Way Moving Systems, Inc.		Robert M. Hughes, President

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

THIS AGREEMENT AND PLAN OF REORGANIZATION AND

MERGER ("Agreement") is made and entered into as of this 26th day of December, 2000, by and among **FISCHER-HUGHES TRANSPORT, INC.**, a Pennsylvania business corporation (hereinafter referred to as "Transport"); **AMERICAN WAY MOVING SYSTEMS, INC.**, a Delaware corporation (hereinafter referred to as "American Way"); **FISCHER-HUGHES OF ALLENTOWN, INC.**, a Pennsylvania business corporation (hereinafter referred to as "FH-Allentown"); and **FISCHER-HUGHES OF FLORIDA, INC.**, a Florida corporation (hereinafter referred to as "FH-Florida"). Transport, American Way, FH-Allentown, and FH-Florida are hereinafter collectively referred to as the "Constituent Corporations".

BASIS OF AGREEMENT

A. The Constituent Corporations desire to merge into a single corporation in a transaction qualifying as a tax-free reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

B. Transport is a corporation engaged in the business of intra and interstate commerce as a common carrier and storage of household goods and furnishings, and is duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on January 18, 1982 and all of whose shares of issued and outstanding Common Stock are owned by Robert Hughes.

C. American Way is a corporation engaged in the business of moving and storage and is duly organized and existing under the laws of the State of Delaware, having been

incorporated on August 27, 1997, and all of whose shares of issued and outstanding Common Stock are owned by Transport.

D. FH-Allentown is a corporation engaged in the business of moving and storage, and is duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on November 1, 1989, and all of whose shares of issued and outstanding Common Stock are owned by Robert Hughes.

E. FH-Florida is a corporation engaged in the business of moving and storage of household and office goods, furnishings and equipment, and is duly organized and existing under the laws of the State of Florida, having been incorporated on December 30, 1996 and all of whose shares of issued and outstanding Common Stock are owned by Robert Hughes.

F. The Board of Directors and Shareholders of the Constituent Corporations believe that after a period of independent operations, the reasons for the initial and continued separate operations of Transport, American Way, FH-Allentown, FH-Florida and FHT are no longer material and, in fact, significant economies of operations can be achieved and administrative matters more efficiently handled by merging American Way, FH-Allentown, and FH-Florida into Transport, and having Transport conduct all four businesses as a single corporation under Pennsylvania law.

G. The laws of the Commonwealth of Pennsylvania, particularly Section 1921, et seq. of the Business Corporation Law of 1988, as amended (the "Pennsylvania Law"), the laws of the State of Delaware, particularly Section 251, et seq. of the Delaware General Corporation Law, as amended (the "Delaware Law"), and the laws of the State of Florida, particularly Section 607.1101, et seq. of the Florida Business Corporation Act, as amended (the

“Florida Law”) permit such a merger, and the Constituent Corporations desire to merge thereunder.

H. The Board of Directors and Shareholders of the Constituent Corporations, having deemed it advisable that American Way, FH-Allentown, and FH-Florida be merged with and into Transport on the terms and conditions hereinafter set forth, have duly approved and authorized the form of this Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Merger. On the Effective Date, American Way, FH-Allentown, and FH-Florida shall be merged with and into Transport, the separate existences of American Way, FH-Allentown, and FH-Florida shall cease, Transport shall continue in existence and may be referred to herein as the “Surviving Corporation” and such merger shall in all respects have the effect provided for in Section 1921 of the Pennsylvania Law.

2. Effective Date. This Agreement shall become effective at 11:59 p.m. on December 31, 2000, the time of such effectiveness being hereinafter called “the Effective Date.”

3. Surviving Corporation. From and after the Effective Date, the name of the Surviving Corporation, which heretofore had been “Fischer-Hughes Transport, Inc.,” shall become “Hughes Relocation Services, Inc.” The Surviving Corporation shall continue to conduct its business, as well as the former businesses of American Way, FH-Allentown, and FH-Florida. The Surviving Corporation shall continue to be governed by the laws of the Commonwealth of Pennsylvania.

4. Authorized Capital. Unless and until the same shall be changed in accordance with the Pennsylvania Law, the authorized capital stock of the Surviving Corporation following the Effective Date shall remain at 1,000 shares of Common Stock, par value \$1.00 per share.

5. Articles of Incorporation. The Articles of Incorporation of Transport as in effect on the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation unless and until the same shall be amended or repealed in accordance with the provisions thereof and in a manner permitted by the Pennsylvania Law.

6. By-Laws. The By-Laws of Transport as in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof and in a manner permitted by the Pennsylvania Law.

7. Further Assurance of Title.

a. If at any time Transport, the Surviving Corporation, shall determine or be advised that any further action, agreements or instruments are necessary or desirable in order to acknowledge or confirm in and to Transport any right, title or interest of American Way held immediately prior to the Effective Date, then American Way and its proper officers and directors shall take all such action and shall execute and deliver all such agreements and instruments as is necessary, convenient or appropriate to acknowledge or confirm such right, title or interest in Transport as contemplated by this Agreement. Transport and the proper officers and the directors thereof are fully authorized to take any and all such actions and to execute and deliver any and all such agreements and instruments in the name of American Way or otherwise.

b. If at any time Transport, the Surviving Corporation, shall determine or be advised that any further action, agreements or instruments are necessary or desirable in order to acknowledge or confirm in and to Transport any right, title or interest of FH-Allentown held immediately prior to the Effective Date, then FH-Allentown and its proper officers and directors shall take all such action and shall execute and deliver all such agreements and instruments as is necessary, convenient or appropriate to acknowledge or confirm such right, title or interest in Transport as contemplated by this Agreement. Transport and the proper officers and the directors thereof are fully authorized to take any and all such actions and to execute and deliver any and all such agreements and instruments in the name of FH-Allentown or otherwise.

c. If at any time Transport, the Surviving Corporation, shall determine or be advised that any further action, agreements or instruments are necessary or desirable in order to acknowledge or confirm in and to Transport any right, title or interest of FH-Florida held immediately prior to the Effective Date, then FH-Florida and its proper officers and directors shall take all such action and shall execute and deliver all such agreements and instruments as is necessary, convenient or appropriate to acknowledge or confirm such right, title or interest in Transport as contemplated by this Agreement. Transport and the proper officers and the directors thereof are fully authorized to take any and all such actions and to execute and deliver any and all such agreements and instruments in the name of FH-Florida or otherwise.

8. Conversion of Outstanding Stock. The manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as set forth in this paragraph:

a. The manner and basis of converting the shares of American Way into shares of the Surviving Corporation shall be as follows:

On the Effective Date each share of issued and outstanding Common Stock of American Way shall be surrendered and cancelled. The merger of American Way with and into Transport shall be treated as a liquidation for Federal Income Tax purposes under Section 332 of the Code.

b. The manner and basis of converting the shares of FH-Allentown into shares of the Surviving Corporation shall be as follows:

On the Effective Date each share of issued and outstanding Common Stock of FH-Allentown shall be surrendered, cancelled and exchanged for one-fifth (1/5) of a share of Transport Common Stock without any action on the part of the holder thereof; and each outstanding certificate representing shares of Common Stock of FH-Allentown shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of Common Stock of the Surviving Corporation into which such shares of Common Stock of FH-Allentown shall have been so converted.

c. The manner and basis of converting the shares of FH-Florida into shares of the Surviving Corporation shall be as follows:

On the Effective Date each share of issued and outstanding Common Stock of FH-Florida shall be surrendered, cancelled and exchanged for one-fifth (1/5) of a share of Transport Common Stock without any action on the part of the holder thereof; and each outstanding certificate representing shares of Common Stock of FH-Florida shall thereupon be deemed for all corporate purposes (other than the payment of dividends) to evidence the ownership of the number of fully paid, nonassessable shares of Common Stock of the Surviving

Corporation into which such shares of Common Stock of FH-Florida shall have been so converted.

Based upon the foregoing, the share ownership of the Surviving Corporation shall be as follows:

Robert M. Hughes 651 Shares of Common Stock

9. Transfer. On the Effective Date, all and singular, the rights, privileges, powers and franchises of the Constituent Corporations, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each Constituent Corporation, on whatever account, as well as for stock subscriptions as for all other things in action or belonging to any of the said Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations hereto; and the title to any real or personal property, whether by deed or otherwise, vested in each Constituent Corporation shall not revert to or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger. All debts, liabilities and duties of American Way, FH-Allentown, and FH-Florida shall thenceforth attach to Transport and may be enforced against Transport to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

10. Directors. The following individuals shall serve as the directors of the Surviving Corporation and shall hold office from the Effective Date until the Annual Meeting of

Shareholders of Services to be held in 2001 and until their successors shall be elected and shall qualify:

Directors

Robert M. Hughes

11. Officers. The following individuals shall serve as the officers of the Surviving Corporation and shall hold office from the Effective Date until their respective successors shall be appointed and shall qualify, or until they shall resign or be removed from office:

<u>Name</u>	<u>Office</u>
Robert M. Hughes	President
Robert M. Hughes	Secretary
Robert M. Hughes	Treasurer

12. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by the Pennsylvania Law and the By-Laws of Transport.

13. Transacting Business in Florida. After the Constituent Corporations have been merged into the Surviving Corporation, the Surviving Corporation shall file an Application by Foreign Corporation for Authorization to Transact Business in Florida with the Florida Registration Section, Division of Corporations. In addition, the Surviving Corporation shall apply for Registration of the Fictitious Name "Fischer-Hughes of Florida, Inc." for use in the State of Florida.

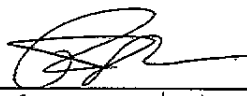
14. Termination. This Agreement may be terminated and abandoned by action of the Board of Directors of any of the Constituent Corporations at any time prior to the

Effective Date, whether before or after approval of the shareholders of the Constituent Corporations hereto.

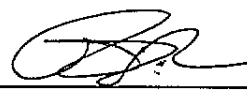
IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly granted by its respective directors and shareholders, has caused this Agreement to be executed by its President and duly attested by its Secretary, the day and year first above written.

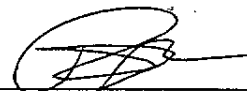
FISCHER-HUGHES TRANSPORT, INC.

By: 
ROBERT M. HUGHES, President

Attest: 
Robert M. Hughes, Secretary


AMERICAN WAY MOVING SYSTEMS, INC.

By: 
ROBERT M. HUGHES, President

Attest: 
Robert M. Hughes, Secretary

FISCHER-HUGHES OF ALLENTOWN, INC.

By: 
ROBERT M. HUGHES, President

Attest: 
Robert M. Hughes, Secretary

FISCHER-HUGHES OF FLORIDA, INC.

By: 
ROBERT M. HUGHES, President

Attest: 
Robert M. Hughes, Secretary