

P9 7000029458

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MERGER OR SHARE EXCHANGE

CLASS 1, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CLASS 1 HARNESS, INC., a Florida corporation, P94000056423

INTO

CLASS 1, INC., a Florida entity, P97000029458


File date: February 1, 2001

Corporate Specialist: Darlene Connell

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FROM-HODGSON & RUSS

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**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR, LLP**
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COMMENTS: PLEASE NOTE: THE ATTACHED ARTICLES OF MERGER OF CLASS 1 HARNESS, INC. INTO CLASS 1, INC. SHOULD BE FILED FIRST AS PART OF A ONE/TWO FILING. IT IS IMPERATIVE THE SECOND HALF OF THIS MERGER, WHICH WILL BE FILED SUBSEQUENT TO THIS MERGER IS FILED IN THE CORRECT ORDER; THAT IS, CLASS 1, INC., A FLORIDA CORPORATION, WILL LASTLY BE FILED TO MERGE INTO CLASS 1, INC., A DELAWARE CORPORATION. IF YOU HAVE ANY QUESTIONS REGARDING THESE TWO FILINGS, PLEASE CONTACT ME IMMEDIATELY.

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ARTICLES OF MERGER

OF

CLASS 1 HARNESS, INC.
(a Florida Corporation)

into

CLASS 1, INC.
(a Florida Corporation)

Under Section 607.1104 of the
Florida Business Corporation Act

FILED
01 FEB - 1 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Frank J. Notaro, being the Vice President of CLASS 1 HARNESS, INC., a Florida corporation, and of CLASS 1, INC., a Florida corporation, does hereby certify:

1. CLASS 1, INC. ("Class 1") is a corporation organized under the laws of the State of Florida and owns all of the issued and outstanding shares of CLASS 1 HARNESS, INC., a Florida corporation, ("Harness").

2. The following plan of merger was adopted by the board of directors of Class 1, on January 10, 2001:

1. The name of the corporation to be merged is CLASS 1 HARNESS, INC., a Florida corporation, ("Harness"). The name of the surviving corporation is CLASS 1, INC., a Florida corporation, ("Class 1").

2. The designation and number of outstanding shares of Harness are ten thousand (10,000) common shares, \$1.00 par value, each of

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which is entitled to one vote and all of which are owned by Class 1, the surviving corporation. The number of shares of Harness is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the proposed merger are as follows:

(a) The manner and basis of converting the shares of Harness into shares of Class 1 are as follows: without the surrender of share certificates or any other action, each common share of Harness issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be cancelled.

(b) The directors and officers of Class 1 on the effective date of the merger shall continue to be the directors and officers of Class 1.

(c) The bylaws of Class 1 on the effective date of the merger shall continue to be the bylaws of Class 1.

(d) The effect of the merger shall be the effect described in Section 607.11101 of the Business Corporation Act of the State of Florida.

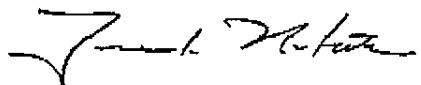
4. The merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned hereby signs these Articles and affirms the statements made herein as true under the penalties of perjury this 10th day of January, 2001.

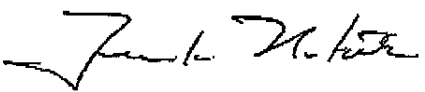
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CLASS 1, INC., a Florida corporation

By: 
Frank J. Notaro, Vice President

CLASS 1 HARNESS, INC., a Florida corporation

By: 
Frank J. Notaro, Vice President

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