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997000074140

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED  
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DIVISION OF CORPORATIONS  
98 DEC 28 AM 8:33

600002723336--4

-12/28/98--01071-032

\*\*\*\*\*35.00 \*\*\*\*\*35.00

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-12/29/98--01084-013

\*\*\*\*140.00 \*\*\*\*140.00

Transit Group Transportation, LLC

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-12/28/98--01071-033

\*\*\*\*157.50 \*\*\*\*157.50

\$332.50

( ) Profit

( ) NonProfit

( ) Limited Liability Company

( ) Foreign

( ) Amendment

( ) Dissolution/Withdrawal

( ) Mark

( ) Limited Partnership

( ) Reinstatement

( ) Limited Liability Partnership

( ) Certified Copy

( ) Annual Report

( ) Fict. Filing

( ) Photo Copies

( ) Other

( ) Change of R.A.

( ) UCC-1 UCC-2

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( ) Call When Ready

● Walk In

( ) Mail Out

( ) Call if Problem

( ) Will Wait

( ) After 4:30

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Thanks, Melanie

DEC 28 1998

To:

Donette:

Please call Melanie

if Mary is wrong.

Thanks Abt.

N.S.

CR2E031 (1-89)

1-1-99  
EFF. Date

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CARROLL FULMER GROUP, INC.  
,

INTO

**TRANSIT GROUP TRANSPORTATION, LLC,** corporation not qualified in  
Florida.

File date: December 28, 1998, effective January 1, 1999

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER OF  
OTHER BUSINESS ENTITIES AND  
LIMITED LIABILITY COMPANY

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98 DEC 28 AM 8:38

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, Section 907 of the New York Business Corporation Act and Section 607.1108 of the Florida Business Corporation Act, the undersigned companies have executed the following Certificate of Merger in connection with the merger of each of the companies with and into Transit Group Transportation, LLC (the "Merger"):

1. The name of the surviving limited liability company is **TRANSIT GROUP TRANSPORTATION, LLC**, a Delaware limited liability company, and the name of the companies being merged into this surviving limited liability company are **CARROLL FULMER GROUP, INC.**, a Florida corporation, **CARROLL FULMER PAYROLL, INC.**, a Florida corporation, **CARROLL FULMER LOGISTICS, INC.**, a Florida corporation, **CERTIFIED TRANSPORT, LLC**, an Indiana limited liability company, **VENTURE LOGISTICS, LLC**, an Indiana limited liability company, **K. J. TRANSPORTATION, INC.**, a New York corporation and **TRANSIT GROUP MERGER SUB, INC.**, a Delaware corporation.

2. The name of the surviving limited liability company is **TRANSIT GROUP TRANSPORTATION, LLC**, a Delaware limited liability company with its principal place of business at Suite 1740, 2859 Paces Ferry Road, Atlanta, Georgia 30339.

3. The name, address and registration of the Florida corporations which are merging are as follows: Carroll Fulmer Group, Inc., 8340 American Way, Groveland, FL 34736-5000, Florida Registration #P97000074140; Carroll Fulmer Payroll, Inc., 8340 American Way, Groveland, FL 34736-5000, Florida Registration #H15519; Carroll Fulmer Logistics, Inc., 8340 American Way, Groveland, FL 34736-5000, Florida Registration #P97000000352.

4. The attached Agreement and Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201 of the Florida Statutes, and was approved by each Florida corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620 of the Florida Statutes.

5. The designation and number of outstanding shares entitled to vote for each of the constituent corporations is set forth on the Agreement and Plan of Merger. The merger was unanimously approved by the shareholders of each of the constituent entities by written consent in lieu of a meeting.

6. The certificate of incorporation of K. J. Transportation, Inc. was filed on February 12, 1986. The certificate of incorporation of Carroll Fulmer Group, Inc. was filed on July 10, 1989. The certificate of incorporation of Carroll Fulmer Payroll, Inc. was filed on August 6, 1984. The certificate of incorporation of Carroll Fulmer Logistics, Inc. was filed on January 7, 1997. The

certificate of formation of Certified Transport, LLC. was filed on October 15, 1996. The certificate of formation of Venture Logistics, LLC. was filed on October 15, 1996. The certificate of incorporation of Transit Group Merger Sub, Inc. was filed on December 10, 1998.

7. The surviving limited liability company agrees that it will promptly pay to the shareholders of each constituent entity the amount, if any, to which they shall be entitled under applicable state laws relating to the right of shareholders to receive payment for their shares.

8. All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of New York which are due and payable by K. J. Transportation, Inc. have been paid and an estimated cessation franchise tax report through the anticipated date of merger has been filed for such corporation. The surviving limited liability company agrees that it will within thirty (30) days after the filing of this certificate, promptly pay to the New York Department of Taxation and Finance all fees and taxes, if any, due to the New York Department of Taxation and Finance by K. J. Transportation, Inc.

9. The surviving limited liability company agrees that it may be served with process in the States of New York, Florida and Indiana in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of such state, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to applicable corporate laws, and irrevocably appoints the Secretary of State of each such state as its agent to accept service of process in any such suit or proceeding. Such Secretary of State shall mail any such process to the surviving limited liability company at Suite 1740, 2859 Paces Ferry Road, Atlanta, Georgia 30339.

10. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

11. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging companies, in accordance with the respective laws of all applicable jurisdictions and is attached hereto and incorporated herein by reference.

12. The merger is to become effective on January 1, 1999, at 12:02 a.m.

**{Signatures Continued on Following Page}**

IN WITNESS WHEREOF, TRANSIT GROUP TRANSPORTATION, LLC, CARROLL FULMER GROUP, INC., CARROLL FULMER PAYROLL, INC., CARROLL FULMER LOGISTICS, INC., CERTIFIED TRANSPORT, LLC, VENTURE LOGISTICS, LLC, K.J. TRANSPORTATION, INC. and TRANSIT GROUP MERGER SUB, INC. has caused this Certificate to be signed by its officers and/or members, effective as of the 23 day of December, 1998.

CERTIFIED TRANSPORT, LLC

BY: Philip A. Belyew  
PHILIP A. BELYEW, Manager

VENTURE LOGISTICS, LLC

BY: Philip A. Belyew  
PHILIP A. BELYEW, Manager

TRANSIT GROUP TRANSPORTATION, LLC

BY: Philip A. Belyew  
PHILIP A. BELYEW, Manager

CARROLL FULMER GROUP, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

CARROLL FULMER PAYROLL, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

CARROLL FULMER LOGISTICS, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

K.J. TRANSPORTATION, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

TRANSIT GROUP MERGER SUB, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 23 day of December, 1998 between **CERTIFIED TRANSPORT, LLC**, a limited liability company organized and existing under the laws of the State of Indiana (hereinafter referred to as "CTL"), **VENTURE LOGISTICS, LLC**, a limited liability company organized and existing under the laws of the State of Indiana (hereinafter referred to as "VLL"), **CARROLL FULMER GROUP, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "CFG"), **CARROLL FULMER PAYROLL, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "CFP"), **CARROLL FULMER LOGISTICS, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "CFL"), **K. J. TRANSPORTATION, INC.**, a corporation organized and existing under the laws of the State of New York (hereinafter "KJT"), **TRANSIT GROUP MERGER SUB, INC.**, a corporation organized and existing under the laws of the State of Delaware (hereinafter referred to as "TGMS") and **TRANSIT GROUP TRANSPORTATION, LLC**, a limited liability company organized and existing under the laws of the State of Delaware (hereinafter referred to as "Transit") (collectively CTL, VLL, CFG, CFP, CFL, KJT, TGMS and Transit are referred to herein as the "Companies"), pursuant to the provisions of Section 607.1108 of the Florida Code, Section 23-18-7-1 of the Code of Indiana, Section 901 of the New York Business Corporation Act, and Section 18-209 of the Delaware Limited Liability Company Act (the "Corporate Laws").

**WHEREAS**, the Board of Directors of each of the Companies deems it advisable and generally to the advantage and welfare of the respective Companies and their respective shareholders that the Companies merge pursuant to the applicable Corporate Laws, with Transit being the surviving limited liability company.

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

1. Merger. CTL, VLL, CFG, CFP, CFL, KJT and TGMS will be merged with and into Transit, and Transit shall be the surviving limited liability company (the "Merger"). The stock and/or membership interest of each of the Companies shall be converted as follows:

1.1 Conversion of CTL Interest. The entire membership interest of CTL (the "CTL Membership Interest") shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.2 Conversion of VLL Interest. The entire membership interest of VLL (the "VLL Membership Interest") shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.3 Conversion of CFG Common Stock. The 100 shares of common stock of CFG, \$.01 par value (the "CFG Common Stock"), that are issued and outstanding immediately prior to the

Merger shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.4 Conversion of CFP Common Stock. The 250 shares of common stock of CFP, \$1.00 par value (the "CFP Common Stock"), that are issued and outstanding immediately prior to the Merger shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.5 Conversion of CFL Common Stock. The 1000 shares of common stock of CFL, \$1.00 par value (the "CFL Common Stock"), that are issued and outstanding immediately prior to the Merger shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.6 Conversion of KJT Common Stock. The 100 shares of common stock of KJT, \$.01 par value (the "KJT Common Stock"), that are issued and outstanding immediately prior to the Merger shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.7 Conversion of TGMS Common Stock. The 108 shares of common stock of TGMS, \$.01 par value (the "TGMS Common Stock"), that are issued and outstanding immediately prior to the Merger shall be converted into and become an additional one percent (1%) membership interest in Transit, as the surviving entity.

1.8 Transit Membership Interests. The membership interest of Transit immediately prior to the Merger will remain following the Merger. Immediately prior to the Merger, one member of Transit (the "Member") owned 100% of the membership interests of Transit and all of the stock and membership interests of the Companies, and therefore, immediately following the Merger and the conversion of the equity of the Companies into additional membership interests in Transit, the Member will continue to own 100% of the membership interest of Transit.

2. Effect of Merger. At the conclusion of the Merger (a) the separate existence of CTL, VLL, CFG, CFP, CFL, KJT and TGMS will cease and will be merged with and into Transit, and Transit will be the surviving entity pursuant to the terms of the Certificate of Merger; (b) the Certificate of Formation and Operating Agreement of Transit will be the Certificate of Formation and Operating Agreement of the surviving entity; (c) each membership Interest of CTL and VLL and each share of CFG, CFP, CFL, KJT and TGMS Common Stock outstanding immediately prior to the Merger will be converted as provided above; (d) the members of Transit in effect at the time of the Merger will be the members of Transit as the surviving entity, and the managers of Transit will be the managers of Transit as the surviving entity; (e) the membership interest of Transit immediately prior to the Merger will remain following the Merger; and (f) the Merger will have all of the effects provided by applicable law.

3. Effective Time. The Merger will be effective January 1, 1999 at 12:02 a.m.

4. Managers of Transit. Transit shall be managed by managers whose names and business addresses are as follows:

Philip A. Belyew  
Suite 1740, 2859 Paces Ferry Road  
Atlanta, GA 30339

Wayne N. Nellums  
Suite 1740, 2859 Paces Ferry Road  
Atlanta, GA 30339

N. Mark DiLuzio  
Suite 1740, 2859 Paces Ferry Road  
Atlanta, GA 30339

5. Rights and Liabilities of Transit. At and after the Merger, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to CTL, VLL, CFG, CFP, CFL, KJT and TGMS, as well as all of the things and causes of action belonging to each of CTL, VLL, CFG, CFP, CFL, KJT and TGMS shall be the property of Transit as they were the property of each of CTL, VLL, CFG, CFP, CFL, KJT and TGMS, and the title to any real estate vested by deed or otherwise in CTL, VLL, CFG, CFP, CFL, KJT and TGMS shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Transit and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

6. Service of Process on Transit. Transit agrees that it may be served with process in the States of Indiana, Florida and New York in any proceeding for enforcement of any obligation of CTL, VLL, CFG, CFP, CFL, KJT and TGMS as well as for the enforcement of any obligation of Transit arising from the Merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of the applicable Corporate Laws.

7. Termination. This Agreement and Plan of Merger may be terminated and abandoned by action of the Board of Directors or Managers, as applicable, of any of the Companies at any time prior to the effective date of the Merger, whether before or after approval by the shareholders or members of the parties hereto.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger this 23 day of December, 1998.

CERTIFIED TRANSPORT, LLC

BY:   
PHILIP A. BELYEW, Manager

{Signatures Continue on Following Page}

VENTURE LOGISTICS, LLC

BY: Philip A. Belyew  
PHILIP A. BELYEW, Manager

CARROLL FULMER GROIP, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

CARROLL FULMER PAYROLL, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

CARROLL FULMER LOGISTICS, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

K. J. TRANSPORTATION, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman

TRANSIT GROUP TRANSPORTATION, LLC

BY: Philip A. Belyew  
PHILIP A. BELYEW, Manager

TRANSIT GROUP MERGER SUB, INC.

BY: Philip A. Belyew  
PHILIP A. BELYEW, Chairman/President