

Aug. 7. 2000 2:40PM

No. 0103 Page 1/42

P99 0000 85272

Florida Department of State  
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EFFECTIVE DATE  
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MERGER OR SHARE EXCHANGE

FOI ACQUISITIONS, INC.

Certificate of Status	0
Certified Copy	1
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PC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FLORIDA OVERNIGHT COURIER ASSOCIATION, INC., a Florida corporation,  
M84562

INTO

**FOI ACQUISITIONS, INC.**, a Florida entity, P99000085272

File date: August 7, 2000, effective August 10, 2000

Corporate Specialist: Darlene Connell

August 7, 2000

FOI ACQUISITIONS, INC.  
1271 LA QUINTA DR.  
SUITE 1  
ORLANDO, FL 32809

SUBJECT: FOI ACQUISITIONS, INC.  
REF: P99000085272

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000041062  
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Aug. 7. 2000 2:41PM

Facsimile Audit Number: H00000041062 1

No.5159 P. 2/4

**ARTICLES OF MERGER  
OF  
FLORIDA OVERNIGHT COURIER ASSOCIATION, INC.  
INTO  
FOI ACQUISITIONS, INC.**

**EFFECTIVE DATE**  
**8-10-00**

\*\*\*\*\*

Florida Overnight Courier Association, Inc. ("Florida Overnight") and FOI Acquisitions, Inc., ("FOI Acquisitions"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certifies as follows:

1. A plan of merger was approved by the board of directors and the majority of the shareholders of Florida Overnight and by the sole director of FOI Acquisitions on August 4, 2000, pursuant to which Florida Overnight is to be merged into FOI Acquisitions. The terms of the merger are set forth in the copy of the Agreement and Plan of Merger attached hereto as Exhibit A and made a part hereof. The Shareholders of FOI ACQUISITIONS, INC. were not required to approve the merger.

2. The merger shall be effective on August 10, 2000.

Dated: As of August 4, 2000

FLORIDA OVERNIGHT COURIER  
ASSOCIATION, INC.

By: [Signature]  
Its: SECRETARY/TREASURER  
Michael E. Ondrasik, Secretary/Treasurer  
FOI ACQUISITIONS, INC.

By: [Signature]  
Its: PRESIDENT  
Michael E. Ondrasik, President

186479.1

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**EXHIBIT A TO ARTICLES OF MERGER**

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of August 4, 2000, by and among FOI ACQUISITIONS, INC., a Florida corporation ("FOI Acquisitions") and FLORIDA OVERNIGHT COURIER ASSOCIATION, INC., a Florida corporation ("Florida Overnight").

**BACKGROUND INFORMATION**

The board of directors of each of FOI Acquisitions and Florida Overnight, by unanimous written consent of the members of the Board of Directors has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Florida Overnight be merged into FOI Acquisitions, at the conclusion of which FOI Acquisitions shall remain as the surviving or resulting entity and the corporate existence of Florida Overnight shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger") and has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of each entity. Accordingly, the merger shall be effected as follows:

**OPERATIVE PROVISIONS**

1. **Merger.** In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), Florida Overnight shall be merged with and into FOI Acquisitions (the "Merger"), and FOI Acquisitions shall constitute the surviving and resulting corporation of such Merger (hereinafter FOI Acquisitions sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of Florida Overnight shall cease and FOI Acquisitions shall continue its corporate existence pursuant to the laws of Florida.
2. **Effective Date.** The Merger shall become effective on August 10, 2000 (the "Effective Date").
3. **Surviving Corporation.** The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of Florida Overnight shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by Florida Overnight shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.
4. **Obligations.** All obligations belonging to or due to Florida Overnight shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Florida Overnight existing as of the Effective Date.

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5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of Florida Overnight shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to FOI Acquisitions, the shares of the common stock of Florida Overnight outstanding prior to the Merger shall be transformed and converted as follows: (i) each share of Florida Overnight owned by Barbara Bianchi and Thomas Yagerlener, William W. Strom and Michael E. Ondrasik (the "Continuing Shareholders") shall be converted into one (1) share of FOI Acquisitions, and (ii) each share owned by Prestige Delivery Service, Inc. and R&R Delivery Service, Inc. (each a "Departing Shareholder") shall be acquired for a promissory note of FOI Acquisitions. For purposes of the Merger, each share of Florida Overnight shall be valued at Twelve and 83/100 Dollars (\$12.83) per share such that each Departing Shareholder shall receive a promissory note in the original principal amount equal to the number of shares owned by each Departing Shareholder multiplied by \$12.83.

6. Counterparts. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, FOI Acquisitions and Florida Overnight have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized as of the date first written above.

FLORIDA OVERNIGHT COURIER  
ASSOCIATION, INC.

By: Its: SECRETARY/TREASURER

FOI ACQUISITIONS, INC.

By: Its: PRESIDENT

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