

P99000101081



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

77170

99 DEC -9 PM 1:56
FILED
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

11/1/00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): 600003065586--8

Postal Freight Inc.

-12/09/99--01052--022

*****78.75 *****78.75

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

99 DEC -9 PM 1:59
RECEIVED
TALLAHASSEE, FLORIDA

Ordered By:

X00789, 00524, 00672

Date:

ARTICLES OF MERGER
Merger Sheet

MERGING:

POSTAL FREIGHT, INC., a New York corporation not authorized to transact
business in Florida

INTO

POSTAL FREIGHT, INC., a Florida entity, P99000101081

File date: December 9, 1999, effective January 1, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 1999

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: POSTAL FREIGHT, INC.
Ref. Number: P99000101081

RUSH

We have received your document for POSTAL FREIGHT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state the date of adoption by the shareholders of Postal Freight (NY) as referenced to in paragraph 6 on the first page of the Articles of Merger. Please include the certificate of merger since it has been referenced to in both the articles and plan of merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 699A00058281

*Please file with original
date of submission*

RECEIVED
59 DEC 16 PM 4:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11/1/00

ARTICLES OF MERGER

OF

POSTAL FREIGHT, INC.
(a New York Corporation)

AND

POSTAL FREIGHT, INC.
(a Florida Corporation)

INTO

POSTAL FREIGHT, INC.
(a Florida Corporation)

FILED
99 DEC -9 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**In Accordance with the Florida Business Corporation Act,
pursuant to Sections 607.1101-607.1104, F.S and 607.1105, F.S.**

I, the undersigned, Thomas A. Lagan, being the President and Secretary of POSTAL FREIGHT, INC., a New York corporation ("Postal Freight NY"), and of POSTAL FREIGHT, INC., a Florida corporation ("Postal Freight FL"), hereby certify that:

1. The name and jurisdiction of the surviving corporation is Postal Freight, Inc., a corporation organized under the laws of the State of Florida, (the "Surviving Corporation").
2. The name and jurisdiction of each constituent corporation is as follows:

"POSTAL FREIGHT, INC.", a New York corporation,

and

"POSTAL FREIGHT, INC.", a Florida corporation.
3. The Plan and Agreement of Merger is annexed hereto.
4. The merger shall be effective on January 1, 2000.
5. The Plan and Agreement of Merger was adopted by Postal Freight FL by a written consent to action of the sole shareholder on December 1, 1999.
6. The Plan and Agreement of Merger was adopted by Postal Freight NY by a joint written consent to action of the sole director and sole shareholder entitled to vote thereon on December 1, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Articles of
Merger as of this 1st day of December, 1999.

POSTAL FREIGHT, INC., a New York corporation

By: Thomas A. Lagan
Thomas A. Lagan,
President and Secretary

AND

POSTAL FREIGHT, INC., a Florida corporation

By: Thomas A. Lagan
Thomas A. Lagan,
President and Secretary

PLAN AND AGREEMENT OF MERGER

OF

**POSTAL FREIGHT, INC.
(A New York Corporation)**

INTO

**POSTAL FREIGHT, INC.
(A Florida Corporation)**

The following Plan and Agreement of Merger is submitted in compliance with Section 607.1101, F.S. of the Florida Business Corporation Act and in accordance with the Business Corporation Law of the State of New York.

FIRST: The name and jurisdiction of the surviving corporation of the merger is **POSTAL FREIGHT, INC.**, a Florida corporation (the "**Surviving Corporation**"), which shall continue to exist as the Surviving Corporation pursuant to the provisions of the Business Corporation Act of the State of Florida.

SECOND: The name and jurisdiction of each constituent corporation to the merger is as follows:

POSTAL FREIGHT, INC., a New York corporation ("Postal Freight NY")

and

POSTAL FREIGHT, INC., a Florida corporation ("Postal Freight FL").

(the "**Constituent Corporations**")

THIRD:

1. As to each Constituent Corporation, the designation and number of outstanding shares and the voting rights are as follows:

<u>Constituent Corporation</u>	<u>Class</u>	<u>Number</u>
POSTAL FREIGHT NY	Common Stock, no par value	100 shares
POSTAL FREIGHT FL	Common Stock, no par value	100 shares

2. The common stock of each constituent corporation is entitled to one vote per share. The number of outstanding shares of each Constituent Corporation entitled to vote herein shall not change prior to the effective date of the merger.

The terms and conditions of the merger (the "Merger") are as follows:

FOURTH:

1. On the Effective Date (hereafter defined) of the Merger each issued and outstanding share of POSTAL FREIGHT NY common stock shall, by virtue of the Merger and without any action on the part of the respective holders thereof, be canceled and of no further force and effect.

2. On the Effective Date of the Merger each issued and outstanding share of POSTAL FREIGHT FL Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding.

3. On and after the Effective Date of the Merger and pursuant to the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, and franchises, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation, all with the effect and to the extent provided in the Florida Business Corporation Act.

4. If at any time after the Effective Date of the Merger the Surviving Corporation shall consider or be advised that any deeds, assignments or assurances in law or any other things are necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of any Constituent Corporation acquired or to be acquired by reason of, or as a result of, the Merger, the Constituent Corporations agree that the Surviving Corporation and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and to do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in

the Surviving Corporation and otherwise to carry out the purpose of this Plan and Agreement of Merger, and that the proper officers and directors of the Surviving Corporation are fully authorized in the name of each Constituent Corporation or otherwise to take any and all such action.

FIFTH: The Certificate of Incorporation of POSTAL FREIGHT FL and the By-Laws of POSTAL FREIGHT FL, as they exist prior to the Effective Date of the Merger, shall be and remain the Certificate of Incorporation and the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

SIXTH:

1. Effective Date. This Plan and Agreement of Merger shall be submitted to the shareholders of the Constituent Corporations as provided by law for the adoption thereof, all in accordance with the Business Corporation Law of the State of New York and the Merger shall be effective on the date of the filing of a Certificate of Merger

2. Effect of Merger. When the Certificate of Merger shall have been filed by the Department of State, as required by the Florida Business Corporation Act and on the Effective Date the separate existence of each Constituent Corporation except the Surviving Corporation, shall cease and said corporations shall be merged in accordance with the provisions of this Plan and Agreement of Merger into the Surviving Corporation, which shall survive such Merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each Constituent Corporation, and all the property, real and personal, including subscriptions to shares, causes of action and every other asset of each Constituent Corporation, shall vest in such Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each Constituent Corporation. No liability or obligation due or to become due, claims or demand for any cause existing against any Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by such Merger. No action or proceeding, civil or criminal, then pending by or against any Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such Merger, but may be enforced, prosecuted, settled or compromised as if such Merger had not occurred, or the Surviving Corporation may be substituted in such action in place of any Constituent Corporation.

3. Abandonment of Merger. If, at any time prior to the Effective Date of the Merger, events or circumstances occur, which in the opinion of a majority of the board of directors of any Constituent Corporation, renders it inadvisable to consummate the Merger, this Plan and Agreement of Merger shall not become effective even though previously adopted by the shareholders of the Constituent Corporations as hereinabove provided. The filing of the

Articles of Merger shall conclusively establish that no action to terminate this Plan and Agreement of Merger has been taken by the board of directors of any Constituent Corporation.

4. Expenses of Merger. The Surviving Corporation shall pay all the expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the Merger.

5. Counterparts. For the convenience of the parties and to facilitate approval of this Plan and Agreement of Merger, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of this 1st day of December, 1999.

POSTAL FREIGHT NY

By:

Thomas A. Lagan
Thomas A. Lagan,
President, Secretary and Treasurer

POSTAL FREIGHT FL

By:

Thomas A. Lagan
Thomas A. Lagan,
President, Secretary and Treasurer