

P99000110891

00 FEB -7 PM 2:13
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Requestor's Name
315 S. Calhoun St.
Address
Tallahassee, Fl. 32301
City/State/Zip
425-5686
Phone #
\$5657

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Checkmate Acquisition Corp. # P99000110891
(Corporation Name) (Document #)
2. Checkmate Truck Brokerage, Inc. # 624100
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Merger

☐ Walk in ☒ Pick up time 4:00
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☒ Certificate of Status

RECEIVED
00 FEB -7 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

File 1st

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

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****175.00 *****87.50.

X00789 001

Examiner's Initials
AOR

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHECKMATE TRUCK BROKERAGE, INC., a Florida corporation G24100

INTO

CHECKMATE ACQUISITION CORP., a Florida entity, P99000110891

File date: February 7, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act the undersigned corporations hereby submit the following Articles of Merger and state as follows:

1. Below are the names of each corporation that is a party to the Merger and, for each corporation, the date on which the plan was adopted by the shareholders.

<u>Corporation</u>	<u>Date</u>
Checkmate Acquisition Corp., a Florida corporation	February 1, 2000
Checkmate Truck Brokerage, Inc., a Florida corporation	February 1, 2000

Checkmate Acquisition Corp. is the surviving corporation in the Merger.

2. The Plan of Merger is attached hereto as Exhibit "A."

3. These Articles of Merger shall become effective upon the date that these Articles of Merger are filed with the Florida Department of State.

Date: February 2, 2000

CHECKMATE ACQUISITION CORP.

By: _____

Anthony Huff, Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[page 2 of Checkmate Articles of Merger]

CHECKMATE TRUCK BROKERAGE, INC.

By: 

Thomas A. Chambers, President

EXHIBIT A

Plan of Merger

This Plan of Merger is made pursuant to the Merger Agreement and Plan of Reorganization (the "Merger Agreement") as of February 2, 2000 by and between U.S. Trucking, Inc., a Colorado corporation ("Buyer"), Checkmate Acquisition Corp., a Florida corporation ("Sub"), Thomas R. Chambers, Marylou Chambers and Timothy O'Bannon (the "Seller"), and Checkmate Truck Brokerage, Inc., a Florida corporation (the "Company").

1. **Merger, Surviving Corporation.** In accordance with the provisions of the Merger Agreement and the Florida General Corporation Act ("FGCA"), at the Effective Time (as such term is defined in Section 6 hereof), Company shall be merged with and into Sub (the "Merger"), and Sub shall be the surviving corporation in the Merger (hereinafter sometimes called the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida. At the Effective Time, the separate existence of the Company and Sub shall cease. All properties, franchises and rights belonging to the Company and Sub, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each of Sub and the Company.
2. **Articles of Incorporation.** The Articles of Incorporation of Sub as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
3. **Registered Agent and Office.** The registered agent of Sub shall continue as registered agent for the Surviving Corporation.
4. **Board of Directors.** The Corporation shall be managed by the Board of Directors (the "Board"). The number of Directors shall initially be two and thereafter as otherwise may be fixed by resolution of the shareholders or by the By-Laws, but shall neither be less than one nor more than ten.
5. **Directors and Officers.** The directors and officers of Sub immediately prior to the Effective Time shall serve as directors and officers of the Surviving Corporation following the Effective Time.
6. **Effective Time.** The Merger shall become effective upon the date that the Articles of Merger are filed with the Florida Department of State (the "Effective Time").
7. **Conversion of Company Shares.** Each share of Common Stock of the Company (the "Company Common Stock"), issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into the Merger Consideration provided for in Section 10 hereof.

8. **Sub Common Stock.** At the Effective Time, each share of Common Stock of Sub issued and outstanding immediately prior to the Effective Time shall continue as shares of Sub as the Surviving Corporation in the Merger.

9. **Closing; Exchange of Certificates.** At the Closing provided for in the Merger Agreement immediately after the Effective Time of the Merger, each Seller shall surrender to the Surviving Corporation all of the outstanding certificates theretofore representing shares of Company Common Stock in exchange for the Merger Consideration payable to him at Closing as provided for herein. Until such certificates are surrendered, outstanding certificates formerly representing shares of Company Common Stock shall be deemed for all purposes as evidencing the right to receive the Merger Consideration into which such shares have been converted as though said surrender and exchange had taken place.

10. **Merger Consideration.** All of the issued and outstanding shares of Common Stock of the Company shall be converted at the Effective Time of the Merger into the right to receive an aggregate of One Hundred, Twenty Eight Thousand, Three Hundred, Thirty-Two (128,332) shares of Buyer common stock and Three Hundred, Thirty-two Thousand Dollars (\$332,000) cash (collectively, the "Merger Consideration"), such Merger Consideration to be payable to the Sellers pro rata in accordance with their holdings of Company Shares in accordance with the Merger Agreement, subject to allocation (as between stock and cash) among the Sellers as they shall instruct Buyer at the Closing, such Merger Consideration to be subject to the Price Adjustment Agreement among the parties.