



THE UNITED STATES  
CORPORATION  
COMPANY

V37953

ACCOUNT NO. : 07210000003

REFERENCE : 656098

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
JAN -5 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Patricia Puyate

ORDER DATE : January 2, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 656098-005

CUSTOMER NO: 4320229

700002389077--8

CUSTOMER: Kelly A. Howley, Paralegal  
Kilpatrick Stockton, LLP  
Suite 2800  
1100 Peachtree Street  
Atlanta, GA 30309

merger

ARTICLES OF MERGER

INTERSTATE TOWING & RECOVERY,  
INC.

Name Availability	1/5/98
Document Examiner	DOH
Update Verifier	DOH
PLAIN STAMPED COPY	DOH
Acknowledgement	DOH
Verifyer	DOH

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 JAN -5 AM 9:59  
DIVISION OF CORPORATION

V37952

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERSTATE TOWING & RECOVERY, INC., a Florida corporation V37952  
,

INTO

INTERSTATE ACQUISITION CORP., a Delaware corporation not qualified in  
Florida.

File date: January 5, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

INTERSTATE TOWING & RECOVERY, INC.

AND

INTERSTATE ACQUISITION CORP.

FILED  
98 JAN -5 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Interstate Towing & Recovery, Inc. with and into Interstate Acquisition Corp.

2. The shareholders of Interstate Towing & Recovery, Inc. approved and adopted the Plan of Merger by written consent given by them on December 24, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Interstate Towing & Recovery, Inc. with and into Interstate Acquisition Corp. is permitted by the laws of the jurisdiction of incorporation of Interstate Acquisition Corp. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the sole shareholder of Interstate Acquisition Corp. was executed on December 24, 1997.

Interstate Towing & Recovery, Inc.

By: Kenneth R. Rozier, III  
Name: KENNETH R. ROZIER, III  
Capacity: PRESIDENT

Interstate Acquisition Corp.

By: Frank Madonia  
Frank Madonia, Vice President

PLAN OF MERGER adopted on December 24, 1997 by resolution of the Board of Directors of Interstate Towing & Recovery, Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 24, 1997 by resolution of the Board of Directors of Interstate Acquisition Corp., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Interstate Towing & Recovery, Inc., a business corporation organized under the laws of the State of Florida, and Interstate Acquisition Corp., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Interstate Towing & Recovery, Inc. plans to merge is Interstate Acquisition Corp.

1. Interstate Towing & Recovery, Inc. and Interstate Acquisition Corp., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Interstate Acquisition Corp. be merged with and into a single corporation, to wit, Interstate Acquisition Corp., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall change its name to Interstate Towing & Recovery, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Interstate Towing & Recovery, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and retired. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.