

State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____

G.P. EXPRESS, INC., a Nebraska corporation

into ACTION EXPRESS, INC., an Idaho corporation,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

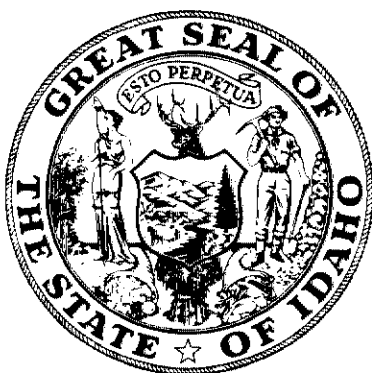
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of

merger

, and attach hereto a duplicate original of the Articles of

Merger

Dated December 30, 19 86



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

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ARTICLES OF MERGER OF
G.P. EXPRESS, INC., a Nebraska Corporation
INTO
ACTION EXPRESS, INC., an Idaho Corporation

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SECRETARY OF
STATE

SECRETARY OF
STATE

Pursuant to the Nebraska Business Corporation Act and the Idaho Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

FIRST: The Plan of Merger set forth in Exhibit "A" attached hereto and by this reference incorporated herein has been duly approved by the shareholders of each of such corporation as required by law.

SECOND: As to each of such corporations, the number of shares outstanding, none of which shares is entitled to vote as a class on said Plan of Merger, is as follows:


<u>Corporation</u>	<u>Number of Shares</u>
G.P. Express, Inc., a Nebraska corporation	100,000
Action Express, Inc., an Idaho corporation	922,697

THIRD: A consent in writing to such Plan of Merger has been signed by all of the shareholders of each of such corporations entitled to vote with respect to such Plan of Merger, and such consent shall have the same force and effect as a unanimous vote of such shareholders in favor of such Plan of Merger.

Dated this 22nd day of December, 1986.

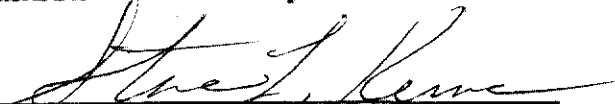
G.P. EXPRESS, INC., a Nebraska
corporation

By: 
Daniel Fulkerson, President

And: 
Steve L. Kerns, Secretary

ACTION EXPRESS, INC., an Idaho
corporation

By: 
Daniel Fulkerson, President

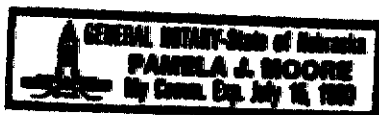
And: 
Steve L. Kerns, Secretary

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, Pamela J. Moore, a notary public, do hereby certify that on this 22nd day of December, 1986, personally appeared before me Steve L. Kerns, who, being by me first duly sworn, declared that he is the Secretary of G.P. Express, Inc., a Nebraska corporation, and Action Express, Inc., an Idaho corporation, that he signed the foregoing document as Secretary of the corporations and that the statements therein contained are true.

Pamela J. Moore
Notary Public for Nebraska
Residing at: Omaha, Nebraska
My Commission Expires: 7-15-90

(Notarial Seal)



PLAN OF MERGER
OF
G.P. EXPRESS, INC., a Nebraska corporation
INTO
ACTION EXPRESS, INC., an Idaho corporation

1. Pursuant to the Nebraska Business Corporation Act and the Idaho Business Corporation Act, G.P. Express, Inc., a Nebraska corporation, which corporation shall be and hereinafter is referred to as the "Merging Corporation", shall be merged into Action Express, Inc., an Idaho corporation, which latter corporation shall be and hereinafter is referred to as the "Surviving Corporation".

2. The merger shall become effective as of the close of business on December 22, 1986. The time and date when the merger becomes effective hereinafter are referred to as the "Effective Time".

3. At the Effective Time, each outstanding share of the capital stock of the Merging Corporation shall be and shall be deemed to have been cancelled; and no shares, obligations or other securities of the Surviving Corporation and no cash, property, rights or securities of any other corporation shall be issued with respect to such cancelled shares of the capital stock of the Merging Corporation.

4. The separate existence of the Merging Corporation, except insofar as specifically otherwise provided by law, shall cease at the Effective Time, whereupon the Merging Corporation and the Surviving Corporation shall become and thenceforth be a single corporation.

5. The Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Time, shall remain in effect, unaltered, as the Articles of Incorporation of the Surviving Corporation.

6. From and after the Effective Time, the by-laws of the Surviving Corporation, as then in effect, shall remain and be the by-laws of the Surviving Corporation until such by-laws thereafter shall be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation of the Surviving Corporation and/or such by-laws.

7. From and after the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the persons who were serving as directors of the Surviving Corporation immediately prior to the Effective Time, and such persons shall hold office until their respective successors have been duly elected and qualify. From and after the Effective Time, the officers of the Surviving Corporation shall consist of the persons who were serving in such capacities immediately prior to

the Effective Time, and such persons (together with such other officers as may be elected or appointed pursuant to the by-laws of the Surviving Corporation or in accordance with applicable law) shall hold office until the election of their respective successors or until their earlier resignation or removal.

8. The shares of the \$.10 par value common stock of the Surviving Corporation which are outstanding or held in the treasury of the Surviving Corporation immediately prior to the Effective Time shall not be changed or affected in any way by the merger.

9. At the Effective Time, the Surviving Corporation thereupon and thereafter shall possess all of the rights, powers, properties, privileges, immunities and franchises, as well of a public as of a private nature, of the Surviving Corporation and of the Merging Corporation; all assets of every kind and description and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action and all and every other interest of or belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Merging Corporation shall not revert or in any way be impaired by reason of the merger.

10. At the Effective Time, the Surviving Corporation shall become and thenceforth shall be responsible and liable for all of the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in any such action or proceeding. Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired in any way by the merger.

11. At the Effective Time, all corporate acts, plans, policies, programs, approvals and authorizations of the Merging Corporation and its respective shareholders, board of directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the corporate acts, plans, policies, programs, approvals and authorizations of the Surviving Corporation and its shareholders, board of directors, officers and agents and shall be as effective and binding upon the Surviving Corporation as they were upon the Merging Corporation until lawfully modified, rescinded or terminated by the Surviving Corporation and its shareholders, board of directors, officers and/or agents, as may be appropriate. At the Effective Time, the employees of the Merging Corporation shall become the employees of the Surviving Corporation and shall continue to be entitled to the same rights and benefits to which they were entitled as employees of the Merging Corporation,

subject to the rights of the Surviving Corporation to modify, increase, reduce or eliminate such rights and benefits.

12. This Plan of Merger may be terminated and the merger abandoned by Resolution of the Board of Directors of the Surviving Corporation at any time prior to the Effective Time. In the event of the termination of this Plan of Merger and the abandonment of the merger, then this Plan of Merger shall become null and void and shall be of no force and effect; and there shall be no liability on the part of any of the corporate parties hereto or their respective shareholders, directors or officers with respect to this Plan of Merger.

13. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any other or further deeds, documents, instruments or assignments are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger, then the Merging Corporation and its proper officers and directors shall execute and deliver all such proper deeds, documents, instruments and assignments and shall do all other things necessary or proper to vest, perfect or confirm in the Surviving Corporation the title to such property or rights and otherwise to carry out the purposes and objectives of this Plan of Merger; and the proper officers and directors of the Merging Corporation and of the Surviving Corporation here by are fully authorized in the name of the Merging Corporation or otherwise to take any and all such actions.

G.P. EXPRESS, INC., a Nebraska corporation

By: 
Daniel Fulkerson, President

And: 
Steve L. Kerns, Secretary

ACTION EXPRESS, INC., an Idaho corporation

By: 
Daniel Fulkerson, President

And: 
Steve L. Kerns, Secretary