

ARTICLES OF MERGER

**FILED/EFFECTIVE**

MAY 25 AM 8:27

TO: PETE T. CENARRUSA, Secretary of State of the State of Idaho:  
STATE OF IDAHO

The undersigned corporations, pursuant to Idaho Code section 30-1-74, hereby execute in duplicate the following Articles of Merger.

1. The Plan of Merger is as follows: The merging corporations shall be merged into a single corporation by GATOR INTERMODAL, INC., an Idaho corporation, merging into and with 3B'S TRANSPORTATION CO., an Idaho corporation, the surviving corporation; and upon such merger the surviving corporation shall become the owner, without other transfer of all rights and property of the merging corporations, and the surviving corporation shall become subject to all the debts and liabilities of the merging corporations in the same manner as if the surviving corporation had itself incurred them; with the method of converting shares of the merging corporation to shares of the surviving corporation on the basis of the shares of common stock of the par value of \$ -0- per share of GATOR INTERMODAL, INC., issued and outstanding on the effective date of the merger converted into five (5) shares of common stock of the par value of \$100.00 per share of surviving corporation, and the shares of common stock of the par value of \$ -0- per share of GATOR INTERMODAL, INC., issued and outstanding on the effective date of the merger to be changed and converted into five (5) shares of 3B'S TRANSPORTATION CO., \$100.00 per share, said shares to be issued to the prior shareholders of GATOR INTERMODAL, INC., in proportion to their respective shares.

IDAHO SECRETARY OF STATE

05/25/2000 09:00  
CK: 2725 CT: 25571 DH: 321016

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2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Gator Intermodal Inc.,	25,000	Common	25,000
3B's Transportation Co.	4	Common	4

3. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Gator Intermodal Inc.	25,000	-0-	Common	25,000	-0-
3B's Transportation Co.	4	-0-	Common	4	-0-

4. This Merger was duly adopted by the shareholders pursuant to Idaho Code section 30-1-73.

ARTICLES OF MERGER DATED on this 1st day of January, 1997.

3B'S TRANSPORTATION CO.

By Arthur T. Carll / President  
Arthur T. Carll, President

ATTEST:

Terrie L. Carll, Secy.  
Terrie L. Carll, Secretary

GATOR INTERMODAL, INC.

By Arthur T. Carll / President  
Arthur T. Carll, President

ATTEST:

Terrie L. Carll, Secy.  
Terrie L. Carll, Secretary