State of Tennessee

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CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of HUMBOLDT EXPRESS, INC. *(Name of Corporation) was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.*

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on MAY twelfth , *19* 81.

Secretary of State

RUSH

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IDENTIFYING REFERENCE

JUN 18 2 15 PM '81

FELIX Z. WISECARVER, REGISTER
DAVIDSON COUNTY, TENN.

1967 CHECK

FILED
SECRETARY OF STATE
1981 MAY 12 PM 1:54

90211 00836

ARTICLES OF MERGER OF A DOMESTIC CORPORATION INTO

HUMBOLDT EXPRESS, INC.

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Pursuant to the provisions of Section 48-903 of the Tennessee General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging into a single corporation:

1. The attached plan of merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee General Corporation Act.

2. As to Carrier Land Company, Inc. the plan was duly adopted by the unanimous written consent of the Shareholder originally, on December 31, 1979 said adoption being confirmed again by the unanimous written consent of the Shareholder on April 15, 1981.

3. As to Humboldt Express, Inc., the plan was originally adopted at a meeting of the Shareholders on December 31, 1979 and subsequently confirmed at a meeting of the Shareholders on April 15, 1981.

4. The merger is to be effective when the Articles are filed by the Secretary of State.

Dated May 8, 1981.

HUMBOLDT EXPRESS, INC.

By: David D. Dortch
David D. Dortch, President

CARRIER LAND COMPANY, INC.

By: Dennis Britt
Dennis Britt, President

FILED
SECRETARY OF STATE

1998 MAY 12 PM 1:54 0 0 2 1 1 0 0 8 3 7

PLAN OF MERGER
HUMBOLDT EXPRESS, INC

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A. the name of each constituent corporation is:

HUMBOLDT EXPRESS, INC.

CARRIER LAND COMPANY, INC.

B. The name of the surviving corporation is

HUMBOLDT EXPRESS, INC.

C. The terms and conditions of the proposed merger are:

1. Upon the effective date, Carrier shall be merged into Humboldt and the separate corporate existence of Carrier shall cease. Humboldt shall continue its separate corporate existence under the laws of the State of Tennessee and under its Charter of Incorporation as hereinafter provided.

2. The Bylaws of Humboldt as they have been on effect on the effective date of merger, shall be, and remain, until duly altered or amended, the By-Laws of the surviving Corporation.

3. The Officers and Directors of Humboldt on the effective date of the merger shall be and remain the Officers and Directors of the surviving corporation until their successors have been duly elected and qualified.

4. On the effective date, Carrier shall be merged into Humboldt as hereinbefore provided and Humboldt shall, without other transfer, succeed to and possess all of the rights, privileges, powers, and franchises and be subject to all of the restrictions, disabilities and duties of Carrier and all property, real, personal or mixed and all debts due to Carrier on whatever account shall be vested in Humboldt; provided, however, that all rights of creditors and all liens upon any property of Carrier shall be preserved unimpaired; and all debts, liabilities, and duties of Carrier shall thenceforth attach to Humboldt and may be enforced against it to the same extent as if said debts, liabilities and duties

had been incurred or contracted by it.

5. This plan of merger has been agreed to by all of the Directors and Stockholders of Carrier and of Humboldt and the appropriate resolutions of both corporations have been executed authorizing the officers of each corporation to consummate the merger upon the effective date.

D. The manner and basis of the converting shares of Carrier Land Company to shares of Humboldt Express, Inc. is as follows:

1. Each of the issued and outstanding shares of common stock of Humboldt shall remain outstanding and unchanged.

2. All of the outstanding shares of common stock of Carrier, which are wholly owned by Humboldt, shall forthwith be cancelled and all of the assets and liabilities of Carrier shall be assumed and thereafter carried on the books of Humboldt.

E. The Charter of Incorporation of the surviving Corporation shall remain the Charter of Incorporation of Humboldt as it shall be in effect on the effective date of merger, unless and until the same shall be amended or repealed thereafter in accordance with the provisions thereof under the laws of the State of Tennessee, which powers to amend or repeal is hereby expressly reserved. Said Charter of Incorporation shall constitute the Charter of Incorporation of Humboldt separate and apart from this agreement and may be separately certified as the Charter of Incorporation of Humboldt.

F. Other provisions: None.

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ARTICLES OF MERGER and
PLAN OF MERGER by and between

HUMBOLDT EXPRESS, INC.
(a Tennessee Corporation) and
CARRIER LAND COMPANY, INC.
(a Tennessee Corporation)

MERGING INTO A SINGLE CORPORATION

HUMBOLDT EXPRESS, INC.
(a Tennessee Corporation)
AS THE SURVIVING AND
CONTINUING CORPORATION

Sec of St.

RECEIVED FEE, $ 50.0

RECEIVED TAX, $ _____

TOTAL, $ 50.00

Gentry Crowell

Secretary of State.