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John Y. Brown III
Secretary of State
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Fee Receipt: \$50.00

ARTICLES OF MERGER

OF

RILEY WHITTLE, INC. 86924
(a Kentucky corporation)

AND

RWI TRANSPORTATION LLC NQ
(a Delaware limited liability company)

To the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the domestic business corporation and the foreign limited liability company herein named do hereby submit the following Articles of Merger.

1. The names and jurisdictions of formation or organization of the constituent business entities to the merger are Riley Whittle, Inc, a Kentucky corporation (the "Corporation"), and RWI Transportation LLC, a Delaware limited liability company (the "Company").

2. Attached, and made a part hereof, is the Plan of Merger.

3. The name of the surviving entity is RWI Transportation LLC (the "Surviving Entity") and such entity shall exist and operate under the laws of the State of Delaware.

4. The Plan of Merger was authorized and approved by the Corporation in accordance with all laws applicable to the Corporation. The Plan of Merger has been adopted by a resolution in an action without a meeting by the Board of Directors of the Corporation, pursuant to Section 271B.8-210 of the Kentucky Revised Statutes, on the 6th day of December, 2002, and approved by the sole shareholder of the Corporation in an action without a meeting, pursuant to Section 271B.7-040 of the Kentucky Revised Statutes, on the 6th day of December, 2002.

5. The Plan of Merger was authorized and approved by the Company in accordance with all laws applicable to the Company. The Plan of Merger was approved and adopted by a resolution of the sole Member of the Company, acting without a meeting pursuant to the Delaware Limited Liability Company Act, on the 6th day of December, 2002.

6. The Surviving Entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the surviving business entity arising from the merger. The Surviving Entity appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding. The Secretary of State shall mail a copy of any such process to:

2 Plum Street
Wilder, Kentucky 41076

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 14th day of December, 2002.

RILEY WHITTLE, INC

By: 

Name: William M. Schuler

Title: President and Treasurer

RWI TRANSPORTATION LLC

By: 

Name: William M. Schuler

Title: President

PLAN OF MERGER

This **PLAN OF MERGER** is made as of the 11th day of December, 2002, by and between Riley Whittle, Inc., a Kentucky corporation, and RWI Transportation LLC, a Delaware limited liability company. The Plan of Merger shall also constitute the Agreement of Merger.

1. The names and jurisdictions of each business entity planning to merge are Riley Whittle, Inc., a Kentucky corporation, and RWI Transportation LLC, a Delaware limited liability company.

2. Riley Whittle, Inc. and RWI Transportation LLC shall, pursuant to the provisions of the Kentucky Business Corporation Act and the Delaware Limited Liability Company Act, be merged, with RWI Transportation LLC being the surviving entity at the effective time and date of the merger. RWI Transportation LLC is sometimes hereinafter referred to as the "Surviving Entity."

3. Limited liability is retained by the Surviving Entity.

4. Each share of Riley Whittle, Inc. issued and outstanding immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The existing membership interest in RWI Transportation LLC issued and outstanding immediately prior to the effective time and date of the merger shall be unaffected by the merger.

5. The articles of organization of the Surviving Entity in effect immediately prior to the effective time and the date of the merger shall be the articles of organization of the Surviving Entity.

6. The limited liability company agreement of the Surviving Entity in effect immediately prior to the effective time and the date of the merger will be the limited liability company agreement of the Surviving Entity.

7. The Plan of Merger herein made and approved shall be submitted to the shareholder of Riley Whittle, Inc. for its approval in the manner prescribed by the provisions of the Kentucky Business Corporation Act and to the member of the Surviving Entity for its approval in the manner prescribed by the laws of Delaware.

8. In the event that the Plan of Merger shall have been approved by the shareholder vote of Riley Whittle, Inc. in the manner prescribed by the provisions of the Kentucky Business Corporation Act and duly authorized in compliance with the laws of Delaware, Riley Whittle, Inc. and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Kentucky and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The executed Plan of Merger will be on file at 2 Plum Street, Wilder, Kentucky 41076. A copy of the Plan of Merger will be furnished by the RWI Transportation LLC on request, without cost, to any of its members or any person holding an interest in any other business entity which is a part of this merger.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

RILEY WHITTLE, INC.

By:  _____

Name: William M. Schuler

Title: President and Treasurer

RWI TRANSPORTATION LLC

By:  _____

Name: William M. Schuler

Title: President