

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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BUTLER REFRIGERATED MEATS, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0766231

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0789-0791

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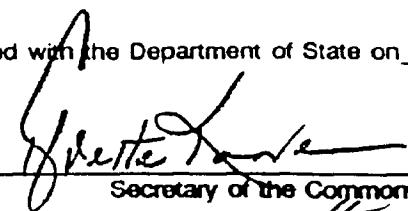
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REEL: 1798 FRAME: 0520

JUN 26 1998

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 766 231


Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Quantum Transport, Inc.

2. (Check and complete one of the following):
 The surviving corporation is a domestic business corporation and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 101 Kappa Drive Pittsburgh PA 15238 Allegheny
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the address of its current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Butler Refrigerated Meats, Inc.
101 Kappa Drive
Pittsburgh, PA 15238

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DSCB:15-1926 (Rev 89)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on June 27, 1998 at 11:59 p.m.

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Quantum Transport, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. Section 1924(a).
Butler Refrigerated Meats, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. Section 1924(a).

~~6. (Strike out the paragraph if no foreign corporation participates in the merger.) The plan was submitted, adopted or approved as the case may be by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.~~

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A, attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 24th day of June, 1998.

QUANTUM TRANSPORT, INC.

(Name of Corporation)

BY: Larry Baldauf
(Signature)

TITLE: Vice President

BUTLER REFRIGERATED MEATS, INC.

(Name of Corporation)

BY: Mark J Minnaugh
(Signature)

TITLE: Vice President

Exhibit A

PLAN OF MERGER

- (a) Butler Refrigerated Meats, Inc., a Pennsylvania corporation ("Butler"), shall be merged with and into Quantum Transport, Inc., a Pennsylvania corporation and the surviving corporation ("Quantum"), pursuant to the Business Corporation Law of the Commonwealth of Pennsylvania, thereby transferring to Quantum all of the assets of Butler, subject, however, to all of its liabilities, in complete liquidation of all Butler's outstanding shares of capital stock.
- (b) The issued and outstanding shares of capital stock of Butler shall not be converted or exchanged but shall be surrendered and canceled, and no shares of capital stock of Quantum shall be issued in exchange therefor. The issued and outstanding shares of Quantum shall not be changed as a result of the merger.
- (c) The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of Quantum prior to the merger except that the name of the surviving corporation shall be changed to "Butler Refrigerated Meats, Inc."
- (d) The surviving corporation shall be governed by the laws of the Commonwealth of Pennsylvania.
- (e) This Plan of Merger may be terminated by the Board of Directors of Butler or Quantum at any time prior to the necessary filing with the Pennsylvania Department of State.
- (f) The effective date of the merger shall be June 27, 1998 at 11:59 p.m.