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CLEM, POLACKWICH, VOCELLE & BERG, L.L.P.
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP OF
PROFESSIONAL ASSOCIATIONS:

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PLEASE REPLY TO VERO BEACH

* BOARD CERT. CIVIL TRIAL LAWYER
◦ BOARD CERT. BUSINESS LITIGATION
† CERTIFIED CIVIL MEDIATOR
Δ ALSO ADMITTED IN ARKANSAS

May 6, 2003

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**Re: Mid-Florida Aviation, Inc.
Mid-Florida Aviation, L.L.C.
Our File No: 2524.8087**

Dear Sir or Madam:

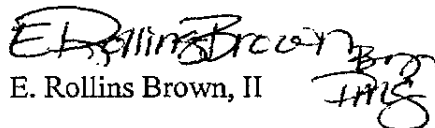
Enclosed please find an original and one copy of the Plan of Merger and Articles of Merger, and our firm's check in the amount of \$25.00 for your filing fee.

Also please find enclosed is Application for Registration of Fictitious Name, and our firm's check in the amount of \$60.00 for your filing fee and a certificate of status.

Accordingly, please file the plan, articles and application, and send your certificate of status to the undersigned at the above address, in the enclosed self addressed, stamped envelope.

Thank you for your courtesy and cooperation in this regard. If you should have any questions, please feel free to contact our office.

Very truly yours,


E. Rollins Brown, II

ERB:PMS
Enclosures

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 23, 2003

E. ROLLINS BROWN, II
CLEM, POLACKWICH, VOCELLE & BERG, LLP
3333 - 20TH STREET
VERO BEACH, FL 32960-2469

SUBJECT: MID-FLORIDA AVIATION, L.L.C.
Ref. Number: L03000014137

We have received your document for MID-FLORIDA AVIATION, L.L.C. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The filing fees for a merger are based on each party to the merger. The fee for an LLC is \$25 and the fee for a corporation is \$35. Please return a copy of this letter along with a check for the remaining \$35 due.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 203A00032632

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**ARTICLES OF MERGER
OF
MID-FLORIDA AVIATION, INC.
and
MID-FLORIDA AVIATION, L.L.C.**

The following Articles of Merge are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

ARTICLE I
Name of Merging Entities

The names of each merging entity is as follows:

Entity and Street Address	Jurisdiction	Entity Type
1. Mid-Florida Aviation, Inc. 31599 4th Street Sorrento, Florida Florida Document/Registration Number: Applied For FEI Number:	Florida P03000029169 Applied For	For Profit Corporation
2. Mid-Florida Aviation, L.L.C. 31599 4th Street Sorrento, Florida Florida Document/Registration Number: Applied For FEI Number:	Florida L03000014137 Applied For	Florida Limited Liability Company

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ARTICLE II
Surviving Entity

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Mid-Florida Aviation, L.L.C. 31599 4th Street Sorrento, Florida	Florida	Florida Limited Liability Company
Florida Document/Registration Number:	L03000014137 Applied For	
FEI Number:		

ARTICLE III
Plan of Merger

The attached Plan of Merger meets the requirements of §§607.1108 and 608.438, Florida Statutes, and was approved by each entity that is a party to the merger in accordance with §§ 607 and 608, Florida Statutes.

ARTICLE IV
Out of State Entities

None of the parties to this transaction were formed in or pursuant to the laws of any state other than the State of Florida.

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ARTICLE V
Substitute Service of Process

None of the parties to this transaction were formed in or pursuant to the laws of any state other than the State of Florida; all parties to this merger have duly authorized appointed registered agents listed with the Secretary of State, Division of Corporation; therefore, the Secretary of State is not appointed for purposes of service of process pursuant to §48, Florida Statutes.

ARTICLE VI
Dissenter and Payments

None of the parties to this transaction were formed in or pursuant to the laws of any state other than the State of Florida; both parties recognize that they are bound to the relevant provisions of §§ 607 and 608, Florida Statutes with regard to any potential payments to dissenting members or shareholders.

ARTICLE VII
Consent to Become General Partnership

The resulting entity will be a Florida Limited Liability Company, not a partnership; moreover, all shareholders of all merging and surviving entities have consented to the merger.

ARTICLE VIII
Authorized Merger

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE IX
Effective Date

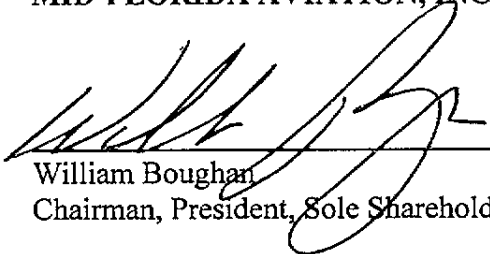
The merger shall be effective when the Articles of Merger are filed with the Department of State.

ARTICLE X
Lawful Compliance

The Articles of Merger comply and were executed in accordance with the law so each party's applicable jurisdiction.

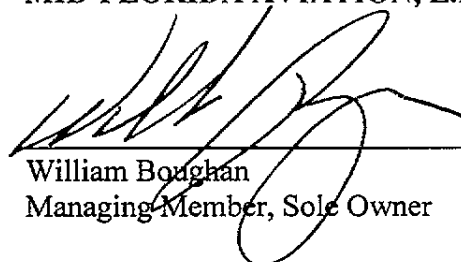
THE UNDERSIGNED HEREBY CERTIFIES THAT HE HOLDS THE POSITION INDICATED NEXT TO HIS SIGNATURE, THAT HE HAS THE AUTHORITY TO ENTER INTO THIS MERGER, AND THAT ALL OF THE FOREGOING ARTICLES ARE TRUE ON THIS 5 DAY OF MAY, 2003.

MID-FLORIDA AVIATION, INC.



William Boughan
Chairman, President, Sole Shareholder

MID-FLORIDA AVIATION, L.L.C.



William Boughan
Managing Member, Sole Owner

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**PLAN OF MERGER
OF
MID-FLORIDA AVIATION, INC.
AND
MID-FLORIDA AVIATION, L.L.C.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with §§ 607.1107 and 608.4731 is being submitted in accordance with §§ 607.1108 and 608.438, Florida Statutes.

**ARTICLE I
NAME OF MERGING ENTITIES**

The names of each merging entity is as follows:

Entity and Street Address	Jurisdiction	Entity Type
1. Mid-Florida Aviation, Inc. 31599 4th Street Sorrento, Florida	Florida	For Profit Corporation
Florida Document/Registration Number: Applied For FEI Number:		
2. Mid-Florida Aviation, L.L.C. 31599 4th Street Sorrento, Florida	Florida	Florida Limited Liability Company
Florida Document/Registration Number: Applied For FEI Number:		

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**ARTICLE II
SURVIVING ENTITY**

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Mid-Florida Aviation, L.L.C. 31599 4th Street Sorrento, Florida	Florida	Florida Limited Liability Company
Florida Document/Registration Number: FEI Number:	L03000014137 Applied For	

**ARTICLE III
TERMS AND CONDITIONS**

The terms and conditions of the merger are as follows:

Mid-Florida Aviation, Inc., a for profit corporation organized pursuant to the laws of the State of Florida shall be merged with Mid-Florida Aviation, LLC a Limited Liability Company organized pursuant to the laws of the State of Florida. William Boughan is the sole owner of both of the merging entities and will be the sole owner of the surviving entity. The resulting company shall bear the name Mid-Florida Aviation, LLC and shall be a Florida Limited Liability Company of the same name, manner and ownership as prior to the merger. Each merging entity shall contribute all of their assets and on-going concerns to the new entity.

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**ARTICLE IV
CONVERSION OF INTERESTS**

A. Both the merging and surviving entities are wholly owned by William Boughan. He shall be the sole-owner of the surviving entity. Thus, the ownership interest for share conversion shall automatically be *pro-rata*. No assets are being taken out of either company before, during or after the merger. No liabilities are being incurred before, during or due to the merger. All assets, liabilities, equity and ongoing concerns of both entities shall be combined into the new entity.

B. Neither merging entity has ever assigned to another person or entity any right or privilege for the acquisition of any interest, share, obligation or other security of either the merging entities, nor the surviving entity; thus, there is no manner or basis for converting these right from the merging entities into the surviving entity.

**ARTICLE V
CONSENT TO BECOME PARTNERSHIP**

The surviving entity of this merger is not a partnership not limited partnership. No consent is necessary or given.

**ARTICLE VI
MEMBERS/MANAGERS OF SURVIVING LIMITED LIABILITY COMPANY**

The surviving entity is a Florida Limited Liability Company. It shall be managed by member(s). The names and addresses of its members are as follows:

William Boughan
1435 Glenmore Court
Apopka, Florida 32712

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**ARTICLE VII
ALL REQUIRED NON-FLORIDA STATEMENTS**

None of the merging or surviving parties were or shall be organized pursuant to the laws of any other state.

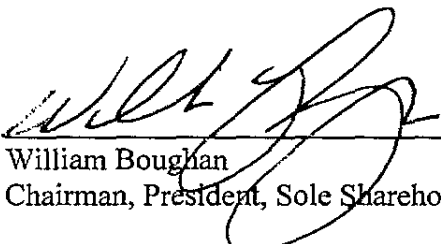
**ARTICLE VIII
MISCELLANEOUS**

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

On the date of the merger, all assets, liabilities, equities and on-going concerns of the two merging entities shall be combined into one. The surviving entity shall bear the name of Mid-Florida Aviation, LLC and shall be a Florida limited liability company.

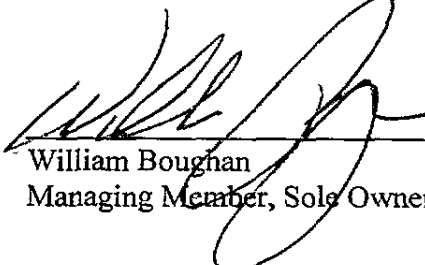
THE UNDERSIGNED HEREBY CERTIFIES THAT HE HOLDS THE POSITION INDICATED NEXT TO HIS SIGNATURE, THAT HE HAS THE AUTHORITY TO ENTER INTO THIS MERGER, AND THAT ALL OF THE FOREGOING PLAN IS TRUE ON THIS 5th DAY OF May, 2003.

MID-FLORIDA AVIATION, INC.



William Boughan
Chairman, President, Sole Shareholder

MID-FLORIDA AVIATION, L.L.C.



William Boughan
Managing Member, Sole Owner

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