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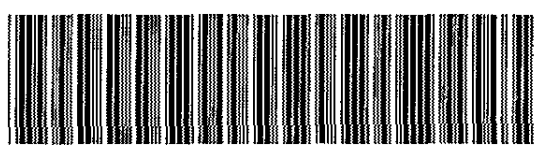
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 AUG 30 PM 3:45

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

*Miss*

C. Ouellette AUG 30 2006

GRAY | ROBINSON  
ATTORNEYS AT LAW  
§

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mwilkinson@gray-robinson.com

August 30, 2006

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: **Articles of Dissolution of Florida Aerospace Finance Corporation**  
Our File No. 60387-1

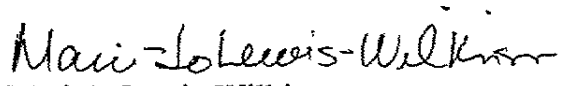
To Whom It May Concern:

Enclosed for filing please find the **original and one copy** of Articles of Dissolution of **Florida Aerospace Finance Corporation**, along with this firm's check in the amount of \$43.75 to cover the cost of filing.

**PLEASE FILE THE ARTICLES OF DISSOLUTION and issue a certified copy.**  
Also, upon receipt, please "date-stamp" the second copy of the first page of the Articles provided, and call me at 577-9090 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

  
Mari-Jo Lewis-Wilkinson  
Paralegal

Enclosures

**Articles of Dissolution**  
*of the*  
**Florida Aerospace Finance Corporation**  
**Board of Directors**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 AUG 30 PM 3:45

FILED

The undersigned officer of FLORIDA AEROSPACE FINANCE CORPORATION, a Florida not for profit corporation (hereinafter referred to as the "Corporation") hereby certifies that the following resolutions were duly adopted by the board of directors of the Corporation on the date specified below and that such resolutions have not been modified or rescinded as of the date hereof:

**WHEREAS**, the Board of Directors of the Corporation has determined that Chapter 2006-60, Laws of Florida, requires that the Corporation be dissolved, effective on or before September 1, 2006.

**WHEREAS**, the members of the Corporation have likewise determined that Chapter 2006-60, Laws of Florida, requires that the Corporation be so dissolved.

**WHEREAS**, the Board of Directors hereby adopts this resolution as its Articles of Dissolution for purposes of compliance with Section 61 of Chapter 2006-60, Laws of Florida.

***NOW, THEREFORE, BE IT:***

**RESOLVED**, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended.

**FURTHER RESOLVED**, that the Corporation be completely dissolved as of September 1, 2006, as required by Section 61 of Chapter 2006-60, Laws of Florida, and in accordance with its Amended Articles of Incorporation and its Bylaws, as amended, and pursuant to the provisions of Sections 617.1401, 617.1402, and 189.4042 of Florida Statutes.

**FURTHER RESOLVED**, that Tom Duncan, as Secretary of the Corporation, is authorized and directed to file this resolution, constituting the Corporation's articles of dissolution for purposes of Section 61 of Chapter 2006-60, Laws of Florida, with the Department of State on or before September 1, 2006, as required by Section 61 of Chapter 2006-60.

**FURTHER RESOLVED**, that Tom Duncan, as Secretary of the Corporation, is hereby authorized and directed to see that the following additional steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

## ***PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION***

1. FLORIDA AEROSPACE FINANCE CORPORATION, a Florida not for profit corporation (hereinafter referred to as the "Corporation"), will cease to carry on its business on and after September 1, 2006, except insofar as may be necessary to wind up its affairs within the meaning of Section 617.1405, Florida Statutes, and will distribute and transfer all its assets to Space Florida, an independent special district, a body politic and corporate, and a subdivision of the State of Florida, in complete liquidation within the meaning of the Internal Revenue Code of 1986, as amended, on or before September 1, 2006, the effective date of the dissolution of the Corporation.

2. Tom Duncan, as Secretary of the Corporation, is hereby authorized and directed to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities, these actions to be completed on or before September 1, 2006.

3. Tom Duncan, as Secretary of the Corporation, is hereby authorized to distribute all of the assets of the Corporation in accordance with the Corporation's Amended Articles of Incorporation and its Bylaws, as amended in cash or in kind in one distribution or a series of distributions in complete liquidation of the Corporation, retaining such assets as are necessary to assure that all liabilities and obligations of the Corporation are paid and discharged, or that adequate provisions are made therefore.

4. Assets if any, held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

5. Assets if any, received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the plan of distribution of assets.

6. Any remaining assets shall be distributed to Space Florida as required by the Florida legislature.

7. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Forms 990 with the District Director of the Internal Revenue Service, together with a certified copy of this resolution.

8. Tom Duncan, as Secretary of the Corporation, is hereby authorized and directed to file all other forms and documents required by the State of Florida, simultaneously with or as soon as possible after distribution and transfer of the assets of the Corporation to Space Florida.

9. Tom Duncan, as Secretary of the Corporation, is hereby authorized, empowered and directed to do any and all other things in the Corporation's name and on its behalf that he may deem necessary or advisable to carry out the purposes and intent of this Plan of Complete Liquidation and Dissolution. The Board of Directors and the officers, employees, and agents of the Corporation shall be held harmless by the Corporation for all actions under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation or its successor under law.

**FURTHER RESOLVED**, that this resolution constitutes compliance by the Corporation with the dissolution procedures provided under Section 189.4042 of Florida Statutes, and Tom Duncan, as Secretary of the Corporation, is hereby authorized and directed to take any other action on behalf of the Corporation that he may deem necessary to comply with that requirement of Section 61 of Chapter 2006-60, Laws of Florida.

**FURTHER RESOLVED**, that Tom Duncan, as Secretary of the Corporation is hereby authorized, empowered and directed, on behalf of the Corporation and in its name, to take any and all actions necessary, appropriate or convenient in order to effectuate the intent of this resolution and to carry out the requirements of Chapter 2006-60, Laws of Florida. The Secretary is specifically authorized and directed to review the draft minutes of the final meeting of the Board of Directors of the Corporation held on the 24th day of August, 2006, and, after such editing and revision as he may deem proper and necessary for accuracy and completeness, may approve and sign the minutes on behalf of the Board.

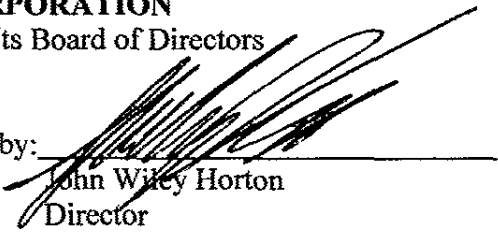
**FURTHER RESOLVED**, that Tom Duncan, as Secretary of the Corporation, is authorized and directed (i) to terminate such contracts to which the Corporation is a party (to the extent such contracts lawfully can be terminated without impairing the contract rights of others), and (ii) to assign and transfer to Space Florida all other contracts to which the Corporation is a party, all as he may determine, upon consultation with the Chair of the Board of Directors (or her designee), to be in the best interests of the Corporation and Space Florida.

**Resolved** this 24<sup>th</sup> day of August, 2006.

**FLORIDA AEROSPACE FINANCE CORPORATION**

by: Its Board of Directors

by: \_\_\_\_\_


  
John Wiley Horton  
Director

**ASSIGNMENT**

In complete satisfaction of the rights conveyed to SPACE FLORIDA by Chapter 2006-60, Laws of Florida, the FLORIDA AEROSPACE FINANCE CORPORATION hereby assigns, transfers and conveys One Hundred Percent (100%) of its right, title and interest in and to any and all property to SPACE FLORIDA, effective as of September 1, 2006. Said property is to include all property, assets, and funds held by the Corporation as of August 31, 2006, both real and personal, tangible and intangible, whether known or unknown, including collectible accounts receivable, all as contemplated and required by Section 61 of Chapter 2006-60, Laws of Florida.

Dated as of 24<sup>th</sup> day of August, 2006.

FLORIDA AEROSPACE FINANCE  
CORPORATION  
a Florida not for profit corporation

By:   
**TOM DUNCAN,**  
Secretary

ASSIGNMENT ACCEPTED BY:

SPACE FLORIDA  
an independent special district, a body politic  
and corporate, and a subdivision of the State  
of Florida

By: Phil Fleming

Title: Director of Transition

**SECRETARY'S CERTIFICATE**

I HEREBY CERTIFY that pursuant to Florida Statutes 331.309(1), I have been duly designated as Secretary of Florida Aerospace Finance Corporation, a public corporation (hereinafter referred to as the "Corporation"), and the keeper of the records of the Corporation, and I further certify that the attached is a true and correct copy of the Resolution and Plan of Complete Liquidation and Dissolution as duly adopted at a regular meeting of the Board of Directors on the 24<sup>th</sup> day of August, 2006.

IN WITNESS WHEREOF, I have hereunto affixed my name as the Treasurer of the Corporation as of 24th day of August, 2006.

FLORIDA AEROSPACE FINANCE  
CORPORATION  
a Florida not for profit corporation

By: 

**TOM DUNCAN,**

Secretary