

P1300059848

Florida Department of State
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To: Division of Corporations
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JUL 26 2013

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MERGER OR SHARE EXCHANGE
NACH FLORIDA, INC.

Certificate of Status	0
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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
NACH Florida, Inc.	Florida	P13000059848

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
National Air Cargo Holdings, Inc.	New York	F13000000002

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 24, 2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 24, 2013

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
NACH Florida, Inc. _____	Florida _____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
National Air Cargo Holdings, Inc. _____	New York _____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

See sections 4 through 8 on the attached Agreement and Plan of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See sections 3 through 8 on the attached Agreement and Plan of Merger

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**AGREEMENT AND PLAN
OF MERGER
OF
NATIONAL AIR CARGO HOLDINGS, INC.
INTO
NACH FLORIDA, INC.**

This Agreement and Plan of Merger, dated as of July 24, 2013, is made by and between National Air Cargo Holdings, Inc. ("Holdings") and NACH Florida, Inc. ("NACH") (collectively, the "Constituent Corporations").

WHEREAS, Holdings is a corporation organized and existing under the laws of the State of New York and NACH is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable and for the benefit of each Constituent Corporation that Holdings be merged with and into NACH pursuant to the laws of the State of Florida.

NOW, THEREFORE, Holdings shall be merged into NACH as follows:

1. Holdings shall be merged into NACH and NACH (the "Surviving Corporation") shall survive the merger (the "Merger").

2. The effective date of the Merger shall be the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The number and designation of outstanding shares of Holding is One (100) common shares having no par value per share, all of which are entitled to vote. The number and designation of outstanding shares of NACH is One Hundred (100) common shares having no par value per share, all of which are entitled to vote. The number of shares of Holdings and NACH is not subject to change prior to the Effective Date.

4. Upon the Effective Date, each share of Holdings, of which is issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being paid therefor.

5. Upon the Effective Date and in connection with the Merger, the Articles of Incorporation of NACH shall be amended to change the name of NACH to National Air Cargo Holdings, Inc.

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6. The Articles of Incorporation and By-laws of NACH as in effect on the Effective Date shall from and after the Effective Date be the Articles of Incorporation and By-laws of the Surviving Corporation, until amended or repealed as permitted therein.

7. All persons who are directors and officers of NACH on the Effective Date shall, from and after the Effective Date, be and continue to be the directors and officers of the Surviving Corporation, until their successors are elected and have qualified or until their earlier death, resignation or removal.

8. On the Effective Date, the separate existence of Holdings shall cease and Holdings shall be merged with and into the Surviving Corporation, and the Surviving Corporation, without further action shall succeed to and shall possess all the rights, privileges, immunities, powers, and purposes of Holdings. All property, real, personal and mixed, including subscriptions to shares, causes of action, and every other asset of Holdings shall vest in the Surviving Corporation without further act or deed. The Surviving Corporation shall assume and be liable for all liabilities, obligations, and penalties of Holdings, and no liability or obligation due or to become due, claim or demand for any cause existing against Holdings, or any shareholder, officer, or director thereof shall be released or impaired by the Merger. No action or proceeding, whether civil or criminal, then pending by or against Holdings or any shareholder, officer, or director thereof shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled, or compromised as if the Merger had not occurred, and the Surviving Corporation may be substituted in such action or special proceeding in place of Holdings.

9. From time to time after the Effective Date, the officers of the Surviving Corporation may, in the name of Holdings, execute and deliver all proper deeds, assignments, and other instruments and take or cause to be taken any other action that the Surviving Corporation may deem necessary or desirable to vest, perfect, or confirm the Surviving Corporation's title to and possession of all of the property, rights, privileges, immunities, powers, and purposes of Holdings and otherwise to carry out the purposes of this Agreement and Plan of Merger.

10. This Agreement and Plan of Merger may be modified at any time prior to filing a Certificate of Merger under the New York Business Corporation Law and Florida Business Corporation Act by a written instrument signed by each of the parties hereto. Any such modification or change shall require the approval of the shareholders of both Constituent Corporations.

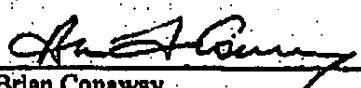
11. This Agreement and Plan of Merger may be abandoned, before or after its authorization by the shareholders of the Constituent Corporations, at any time prior to the filing of a Certificate of Merger under the New York Business Corporation Law and Florida Business Corporation Act, by the Board of Directors of Holdings which shall give prompt written notice of abandonment to the Board of Directors of NACH.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed
as of the date first written above.

NATIONAL AIR CARGO HOLDINGS, INC. NACH FLORIDA, INC.

By: 
Brian Conaway
Vice President - Finance & Secretary

By: 
Brian Conaway
Vice President - Finance & Secretary