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August 9, 2001

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

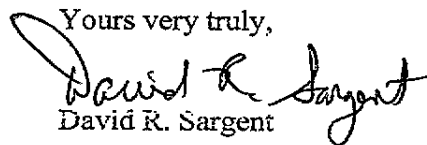
Re: Merger of Approved Air Parts Co., Inc., a Florida corporation, into Approved Air Parts Co., Inc., a Georgia corporation

Dear Sir or Madam:

Enclosed herewith for filing are the following:

1. Articles of Merger of Approved Air Parts Co., Inc., a Florida corporation, into Approved Air Parts Co., Inc., a Georgia corporation
2. A check in the amount of \$78.75 in payment of the filing fee.

Yours very truly,


David R. Sargent

FILED
01 AUG 13 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

S. PAYNE AUG 22 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPROVED AIR PARTS CO., INC., a Florida corp., P94000068804

INTO

APPROVED AIR PARTS CO., INC. a Georgia entity not qualified in Florida

File date: August 13, 2001

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
of
APPROVED AIR PARTS CO., INC., a Florida corporation
into
APPROVED AIR PARTS CO., INC., a Georgia corporation

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.:

- 1. The name and jurisdiction of the surviving corporation is as follows:

Name Jurisdiction
Approved Air Parts Co., Inc. Georgia

- 2. The name and jurisdiction of the merging corporation is as follows:

Name Jurisdiction
Approved Air Parts Co., Inc. Florida

- 3. The Plan of Merger is attached hereto as Exhibit A.

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

5. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 8, 2001.

6. The Plan of Merger was adopted by the shareholders of the merging corporation on August 8, 2001.

FILED
01 AUG 13 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: August 8, 2001

APPROVED AIR PARTS CO., INC.,
a Florida corporation

By 
Stephen P. Grieme, President

Date: August 8, 2001

APPROVED AIR PARTS CO., INC.,
a Georgia corporation

By 
Stephen P. Grieme, President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

PLAN OF MERGER, dated August __, 2001, between APPROVED AIR PARTS CO., INC., a Florida corporation (hereinafter called "Approved Air Florida"), and APPROVED AIR PARTS CO., INC., a Georgia corporation (hereinafter called "Approved Air Georgia"). The parties hereinafter are sometimes collectively called the "Constituent Corporations".

WITNESSETH:

WHEREAS, Approved Air Florida is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Approved Air Georgia is a corporation duly organized and existing under the laws of the State of Georgia; and

WHEREAS, the Boards of Directors of the Constituent Corporations, by resolutions duly adopted, have each approved this Plan of Merger and declare it to be advisable and in the best interest of the Constituent Corporations and their shareholders that Approved Air Florida merge with and into Approved Air Georgia, which latter corporation shall be the surviving corporation, in the manner and upon the terms and conditions set forth herein (the "Merger").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Corporations, intending to be legally bound, hereby covenant and agree as follows:

1. Parent Corporation. The name and jurisdiction of incorporation of the parent corporation owning at least 80% of the outstanding shares of the subsidiary corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Approved Air Parts Co., Inc.	Florida

2. Subsidiary Corporation. The name and jurisdiction of the subsidiary corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Approved Air Parts Co., Inc.	Georgia

3. Merger. On the Effective Date (as defined herein), Approved Air Florida shall be merged with and into Approved Air Georgia and thereupon the separate existence of Approved Air Florida shall cease and Approved Air Georgia shall continue to exist as the surviving corporation.

4. Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of Approved Air Georgia as in effect immediately before the Merger shall be the Articles of Incorporation and Bylaws of the surviving corporation thereafter until

amended as provided by law and in accordance with their respective terms.

5. Conversion of Securities on Merger. The manner and basis of converting the shares of Approved Air Florida into shares of Approved Air Georgia is as follows:

5.1 On the Effective Date, all of the outstanding Common Stock of Approved Air Florida ("Approved Air Florida Common Stock"), including treasury stock, shall be canceled and each outstanding share of Approved Air Florida Common Stock shall be exchanged for one share of Common Stock of Approved Air Georgia ("Approved Air Georgia Common Stock"). Such shares of Approved Air Georgia Common Stock shall be delivered by Approved Air Georgia to the shareholders of Approved Air Florida on or after the Effective Date upon surrender of the certificates representing the shares of Approved Air Florida Common Stock owned by such shareholders. Immediately upon the Merger becoming effective, the equity interest of each of the shareholders of Approved Air Florida as shareholders of Approved Air Florida shall terminate and be extinguished and their sole right shall be to receive the consideration as set forth above.

5.2 Each share of Approved Air Georgia Common Stock outstanding on the Effective date shall remain outstanding.

6. Directors and Officers of the Surviving Corporation. The directors of Approved Air Georgia immediately before the Merger will be the initial directors of the surviving corporation, and the officers of Approved Air Georgia immediately before the Merger will be the initial officers of the surviving corporation, in each case until their successors are duly elected or appointed and qualified. If on the Effective Date a vacancy shall exist in any directorship or office of Approved Air Georgia, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Approved Air Georgia.

7. Effective Date. The Effective Date of the Merger shall be upon the filing of the Articles of Merger with the Department of State of the State of Georgia.

8. Effect of Merger. On the Effective Date of the Merger:

8.1 The separate existence of Approved Air Florida shall cease and Approved Air Georgia shall continue to exist as the surviving corporation.

8.2 Approved Air Georgia shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of Approved Air Florida, all without further act or deed.

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

APPROVED AIR PARTS CO., INC.,
a Florida corporation.

By: _____
Stephen P. Grieme, President

APPROVED AIR PARTS CO., INC.,
a Georgia corporation

By: _____
Stephen P. Grieme, President