

V33089



ACCOUNT NO. : 072100000032

REFERENCE : 291074 7187773

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : ~~100~~ \$ 96.25

ORDER DATE : June 29, 1999

ORDER TIME : 3:41 PM

ORDER NO. : 291074-005

CUSTOMER NO: 7187773

CUSTOMER: Ms. Daniela Mederos
Jarvis & Associates, P.a.
Suite 145 - The Atrium
1500 San Remo
Miami, FL 33146

FILED
99 JUN 30 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WINGS AVIATION, L.L.C.

400002919224--8

INTO

LEASAIR, INC.

Name Availability
Document Examiner <input checked="" type="checkbox"/> <u> </u> L. CERTIFIED COPY
Updater <u> </u> PLAIN STAMPED COPY
Updater Verifier CONTACT PERSON: Christine Lillich
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W. P. Verifier DCC

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EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINGS AVIATION, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY,
(L98000000656)

INTO

LESAIR INC., a Florida entity, V33089

File date: June 30, 1999

Corporate Specialist: Diane Cushing

Account number: 072100000032

Account charged: 96.25

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street of its principal office, jurisdiction and entity for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Wings Aviation, L.L.C. 2950 SW 27th Avenue, Suite 110 Miami, FL 33133	Florida	Chapter 608 Limited Liability Company

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Florida Document/Registration Number: L98000000656 FEI Number: 65-0844399

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Leasair, Inc. 2950 SW 27th Avenue, Suite 110 Miami, FL 33133	Florida	Chapter 607 Corporation

Florida Document/Registration Number: V33089 FEI Number: 65-0330179

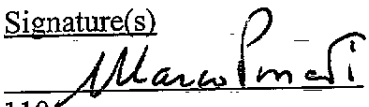
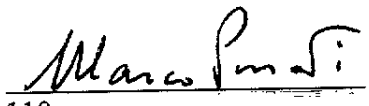
THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608 respectively.

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

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

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Name of Individual and Status</u>
Leasair, Inc. 2950 SW 27th Avenue, Suite 110 Miami, FL 33133		Marco Possati, President, Director and 100% Shareholder
Wings Aviation, L.L.C. 2950 SW 27th Avenue, Suite 110 Miami, FL 33133		Marco Possati, individually as Managing Member, and as President, Director and 100% Shareholder of Leasair, Inc., the second and only other Managing Member

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PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381 and is being submitted in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Wings Aviation, L.L.C.	a Florida Limited Liability Company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Leasair, Inc.	a Florida corporation

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THIRD: The terms and conditions of the merger are as follows: Upon approval of the Plan of Merger and execution of the Articles of Merger by the parties, Wings Aviation, L.L.C., will merge into Leasair, Inc.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Leasair, Inc. will issue 5,000 shares of stock in Leasair, Inc., to Mr. Marco Possati in return for his 99% interest in Wing Aviation, L.L.C.