

159456

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN AIR TRANSPORT, INC., a Florida corporation 159456

INTO

SAT GROUP, INC., a Nevada corporation not qualified in Florida

File date: August 27, 1997, effective August 28, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE  
8/28/97

ARTICLES OF MERGER  
OF  
SOUTHERN AIR TRANSPORT, INC., A FLORIDA CORPORATION  
INTO  
SAT GROUP, INC., A NEVADA CORPORATION

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), SOUTHERN AIR TRANSPORT, INC., a Florida corporation ("Southern"), and SAT GROUP, INC., a Nevada corporation (the "Survivor"), adopt the following Articles of Merger for the purposes of merging Southern with and into Survivor.

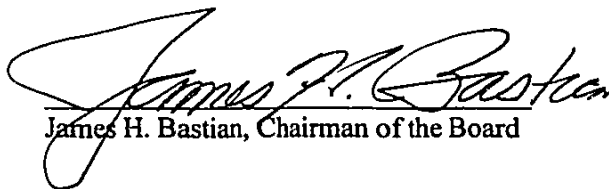
**FIRST:** The Agreement of Merger and Plan of Reorganization (the "Plan") is attached hereto as Exhibit A.

**SECOND:** The Plan was adopted by the Boards of Directors and shareholders of both Southern and the Survivor by unanimous written consents in accordance with the provisions of Section 607.1103 of the Act on August 26, 1997.

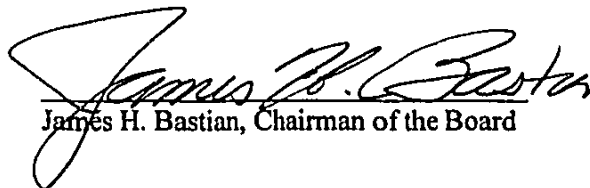
**THIRD:** The Effective Date of the Merger will be August 28, 1997.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of August 1997.

**SOUTHERN AIR TRANSPORT, INC.**

  
James H. Bastian, Chairman of the Board

**SAT GROUP, INC.**

  
James H. Bastian, Chairman of the Board

FILED  
AUG 27 PM 12:36  
CLERK OF SUPERIOR COURT  
ALLAHAMSEE

**AGREEMENT OF MERGER**

**Exhibit A**

**AND**

**PLAN OF REORGANIZATION**

**OF**

**SOUTHERN AIR TRANSPORT, INC.**

**AND**

**SAT GROUP, INC.**

Agreement of Merger and Plan of Reorganization, dated August 26, 1997, by and between SOUTHERN AIR TRANSPORT, INC., a Florida corporation ("Southern"), and SAT Group, Inc., a Nevada corporation ("SAT Group").

**WHEREAS:**

1. The Board of Directors of Southern and SAT Group have resolved that Southern be merged pursuant to the Nevada Revised Statutes and the Florida Business Corporation Act (the "Applicable Laws") into a single corporation existing under the laws of the State of Nevada, to wit, SAT Group, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to as the "Surviving Corporation" or the "Survivor") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of Southern consists of 500,000 shares of Common Stock with a par value of \$1.00 per share ("Southern Common Stock"), 70,820 shares of which are issued and outstanding;
3. The authorized capital stock of SAT Group consists of 15,000,000 shares of Common Stock with a par value of \$0.01 per share ("SAT Group Common Stock"), 300,000 shares of which are issued and outstanding; and
4. The respective Boards of Directors of Southern and SAT Group have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Domestic Corporation Laws of the Nevada Revised Statutes and the Florida Business Corporation Act that Southern shall be, at the Effective Date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Nevada, to wit, SAT Group,

which shall be the Surviving Corporation (the "Merger"), and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings: Filings: Effects of Merger

- 1.1 Southern Stockholders' Action. In lieu of holding a meeting, Southern stockholders shall, in accordance with the Florida Business Corporation Act and the Southern By-laws, at the earliest practicable date, consider and consent in writing to adoption of this Agreement.
- 1.2 SAT Group Stockholders' Action. In lieu of holding a meeting, SAT Group stockholders shall, in accordance with the Nevada Domestic Corporation Laws and the SAT Group By-Laws, at the earliest practicable date, consider and consent in writing to adoption of this Agreement.
- 1.3 Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by the Stockholders of Southern in accordance with the Florida Business Corporation Act, (b) this Agreement is adopted by the Stockholders of SAT Group in accordance with the Domestic Corporation Laws of Nevada, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Florida Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective on August 28, 1997, which date and time are herein referred to as the "Effective Date."
- 1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Southern shall cease, and Southern shall be merged into SAT Group which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of Southern; and all and singular, the rights, privileges, powers, and franchises of Southern and all property, real, personal, and mixed, and all debts due to Southern on whatever account, as well for stock subscriptions and all other things in action or belonging to Southern, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of Surviving Corporation as they were of Southern, and the title to any real estate vested by deed or otherwise, under the laws of Nevada or Florida or any other jurisdiction, in Southern, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Southern shall be preserved unimpaired, and all debts, liabilities, and duties of Southern shall

thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Southern or the corresponding officers of the Surviving Corporation, may, in the name of Southern, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Southern's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Articles of Incorporation: By-Laws

- 2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be SAT Group, Inc.
- 2.2 Articles of Incorporation. The Articles of Incorporation of SAT Group as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.
- 2.3 By-Laws. The By-Laws of SAT Group, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Southern and the nature and amount of securities of SAT Group which the holders of shares of Southern Common Stock are to receive in exchange for such shares are as follows:

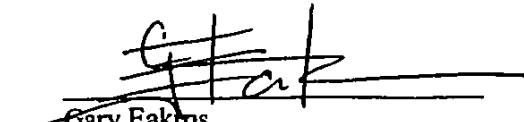
- 3.1 Southern Common Stock. Each one share of Southern Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger, be converted at the Effective Date into 136.966585 fully paid shares of SAT Group Common Stock. The outstanding certificates representing shares of Southern Common Stock shall be surrendered to Southern for cancellation, and the holders of such stock shall be issued stock certificates of SAT Group at the agreed conversion rate. New certificates for the appropriate number of shares bearing the name of the Surviving Corporation shall be issued.

4. Miscellaneous

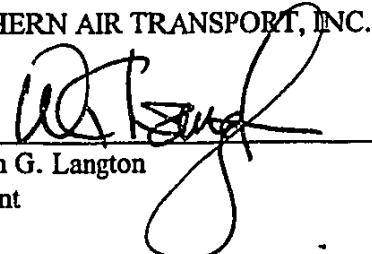
- 4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Southern or SAT Group, if the Board of Directors of Southern or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.
- 4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Southern Air Transport, Inc., and SAT Group, Inc., all on the date first above written.

ATTEST:

  
Gary Eakins  
Secretary

SOUTHERN AIR TRANSPORT, INC.

By:   
William G. Langton  
President

ATTEST:

  
Raphael M. Bastian  
Secretary

SAT GROUP, INC.

By:   
James H. Bastian  
President