

283006



FILED  
00 NOV 17 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 902975 8739A  
AUTHORIZATION : *Patricia Pujot*  
COST LIMIT : \$ 70.00

ORDER DATE : November 17, 2000

ORDER TIME : 3:10 PM

ORDER NO. : 902975-005

CUSTOMER NO: 8739A

100003469511-3

CUSTOMER: Jonathan Shepard, Esq  
Siegel Lipman Dunay & Shepard,  
Suite 801  
5355 Town Center Road  
Boca Raton, FL 33486

ARTICLES OF MERGER

PARADISE ISLAND AIRLINES,  
INC.

INTO

POTOMAC AIR, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX PLAIN STAMPED COPY

RECEIVED  
00 NOV 17 PM 4:01  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PARADISE ISLAND AIRLINES, INC., a Florida corporation, 283006

INTO

**POTOMAC AIR, INC.**, a Delaware corporation not qualified in Florida.

File date: November 17, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 20, 2000

CSC  
ATTN: TAMARA  
TALLAHASSEE, FL

SUBJECT: PARADISE ISLAND AIRLINES, INC.  
Ref. Number: 283006

**RESUBMIT**

Please give original  
submission date as file date:

11/17/2000

We have received your document for PARADISE ISLAND AIRLINES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 600A00059386

Please backdate to 11/17/2000.  
Thank you.

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 NOV 21 PM 12:27  
SECRETARY OF STATE  
DIVISION OF FILING

**ARTICLES OF MERGER**  
**(Florida)**  
  
**OF**  
  
**PARADISE ISLAND AIRLINES, INC., a Florida corporation,**  
  
**INTO**  
  
**POTOMAC AIR, INC., a Delaware corporation**

**FILED**  
**00 NOV 17 PM 4 52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned corporations hereby execute the following Articles of Merger pursuant to Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act,

**FIRST:** The plan of merger is as follows:

1. a. Pursuant to Section 607.1101 of the Florida Business Corporation Act, Paradise Island Airlines, Inc., a Florida corporation (the "Merged Corporation"), shall be merged into Potomac Air, Inc., a Delaware corporation (the "Surviving Corporation").
  - b. The merger ("Merger") shall be effective at such time as these Articles of Merger are filed with the Florida Department of State.
  - c. As used in these Articles of Merger, the term "Effective Date" shall mean the date on which the Articles of Merger are filed in Florida.
  - d. From and after the Effective Date (i) the Surviving Corporation shall continue its corporate existence as a Delaware corporation and the separate existence of the Merged Corporation shall cease except as it may be continued by statute; (ii) title to all property owned by either of the merging corporation shall be vested in the Surviving Corporation without reversion or impairment; (iii) the Surviving Corporation shall have all liabilities of both parties to the Merger; and (iv) a proceeding pending by or against either of the merging corporations may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merged Corporation.

e. From and after the Effective Date (i) the Articles of Incorporation and By-Laws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue to be its Articles of Incorporation and By-Laws until amended or repealed in a manner provided by law; (ii) the officers and directors of the Surviving Corporation in office immediately prior to the Effective Date shall continue to be the officers and directors of the Surviving Corporation until their respective successors are duly elected or appointed; and (iii) each share of Common Stock of the Merged Corporation shall be cancelled, retired and shall cease to exist without any conversion thereof, and no payment shall be made with respect thereto.

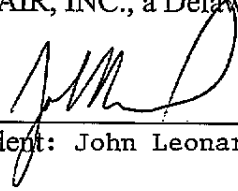
**SECOND:** The Agreement and Plan of Merger was adopted by all of the Directors of the Surviving and Merged Corporations and by the sole shareholder of the Surviving and Merged Corporations on November 17, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of November 17, 2000, by each of the parties hereto.

PARADISE ISLAND AIRLINES, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
President and Chairman: John Leonard

POTOMAC AIR, INC., a Delaware corporation

By:   
\_\_\_\_\_  
President: John Leonard