

416045

MACKEY & RANREW, P.A.
ATTORNEYS AT LAW

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Thomas C. Ranew, Jr.

March 23, 1998

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

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-03/24/98-01048--001
*****70.00 *****70.00

Gentlemen:

Enclosed please find the following:

1. Articles of Merger of Jetport, Inc. with and into Airtrans, Inc.
2. Merger Agreement
3. Corporate Resolution

Also please find our check in the amount of \$70.00 to cover your fees. When completed, please forward copies back to my office.

Very truly yours,



THOMAS C RANREW, JR.
For the Firm

TCRJR/dmb

FILED
98 MAR 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
MAR 25 1998

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JETPORT, INC., a Florida corporation, P94000081045.

INTO

AIRTRANS, INC., a Florida corporation, 416045.

File date: March 24, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER OF JETPORT, INC.
WITH AND INTO AIRTRANS, INC.

FILED
98 MAR 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to Florida Statutes, JETPORT INC., a Florida corporation, with and into AIRTRANS, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
AIRTRANS, INC.	Florida
JETPORT, INC.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "AIRTRANS, INC."

3. This merger is permitted under the laws of the State of Florida. JETPORT, INC. and AIRTRANS, INC. have complied with the applicable provisions of the laws of the State of Florida.

4. The AGREEMENT AND PLAN OF MERGER OF JETPORT, INC. AND AIRTRANS, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

5. The Board of Directors of AIRTRANS, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 31, 1997, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of JETPORT, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent December 31, 1997, and directed that such document be submitted to a vote of its shareholders. The shareholders of AIRTRANS, INC. and JETPORT, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on December 31, 1997, in the manner prescribed by law.

6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
AIRTRANS, INC.	14,800	14,800
JETPORT, INC.	1,000	1,000

7. The Charter of AIRTRANS, INC. will not be amended in conjunction with the merger.

8. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 12:00 Noon, on January 01, 1998 pursuant to Florida Statutes, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President of AIRTRANS, INC. and by the President of JETPORT, INC., each thereunto duly authorized, as of the 1st day of January 1998.

Corporate seal

AIRTRANS, INC.

BY: 

JOSEPH PINE, Director
President

Corporate seal

JETPORT, INC.

BY: 

JOSEPH PINE, Director
President

MERGER AGREEMENT

AGREEMENT, made this 1st day of January, 1998, between AIRTRANS, INC., (hereinafter called "Airtrans"), a corporation of the State of Florida whose principal office is Post Office Box 2255, Ocala, Florida 34478, and JETPORT, INC., (hereinafter called "Jetport"), a corporation of the State of Florida, whose principal office is Post Office Box 2255, Ocala, Florida 34478, as follows:

WHEREAS, JOSEPH PINE is the record or equitable owner of all the outstanding shares of the capital stock of JETPORT and the directors of JETPORT and AIRTRANS believe that it will be to the best interests of each corporation that JETPORT be merged into AIRTRANS;

NOW, THEREFORE, in consideration of the mutual considerations hereinafter set forth, AIRTRANS and JETPORT agree as follows:

1. JETPORT shall be merged into AIRTRANS by the transfer to AIRTRANS of all the assets of JETPORT, subject to all of its liabilities and obligations which liabilities and obligations AIRTRANS shall assume, in complete cancellation of all the capital stock of JETPORT;

2. The name of the surviving corporation shall be AIRTRANS, INC.;

3. The number, names and post office addresses of the first directors and officers of the surviving corporation who shall hold office until their successors are chosen or appointed according to the by-laws of the surviving corporation, are:

Joseph Pine, Director/President
Post Office Box 2255
Ocala, Florida 34478

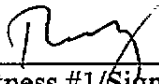
Secretary/Treasurer
Post Office Box 2255
Ocala, Florida 34478

4. The number of shares of capital stock of the surviving corporation is 15,000 shares of common stock of which 14,800 shares are issued and outstanding.

5. The capital stock of JETPORT shall be exchanged for 2,000 new authorized and issued shares of AIRTRANS, INC..

6. Following the adoption of this Agreement by the shareholders of AIRTRANS, INC., and of JETPORT, INC, the merger, transfer of assets from JETPORT to AIRTRANS, assumption of obligations and liabilities of JETPORT by AIRTRANS, and cancellation of JETPORT capital stock shall be effective forthwith upon the filing of

this Agreement, with its adoption by the stockholders of each corporation duly certified by the Secretary thereof, in the office of the Secretary of State of Florida.


Witness #1/Signature

Thomas Charnick
Witness #1/Printed Name

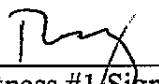

Witness #2/Signature

DOROTHY M. BEDAU
Witness #2/Printed Name

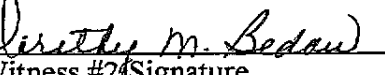
AIRTRANS, INC.

BY: 

JOSEPH PINE, Director
President


Witness #1/Signature

Thomas Charnick
Witness #1/Printed Name


Witness #2/Signature

DOROTHY M. BEDAU
Witness #2/Printed Name

JETPORT, INC.

BY: 

JOSEPH PINE, Director
President

RESOLUTION

WHEREAS, it has been proposed to JETPORT, INC., a Florida corporation, by AIRTRANS, INC., a Florida corporation to consolidate or merge the two corporations into a single corporation and,

WHEREAS, the Board of Directors of JETPORT, INC. deems it advisable that this corporation enter into negotiations with AIRTRANS, INC. with a view to possibly consolidating or merging the two corporations; be it

RESOLVED that the President of JETPORT, INC. is hereby authorized and directed to enter into negotiations with AIRTRANS, INC. with a view to consolidating or merging the two corporations, and also to prepare an Agreement of Consolidation or Merger prescribing the terms and conditions of the corporate combination and the method of carrying the same into effect, as well as the manner of converting the shares of each of the constituent corporations into shares of the new or surviving corporation, with such other details as may be deemed to be necessary; and

RESOLVED FURTHER, that the said Agreement be presented to the Board of Directors at its next regular meeting, or at a special meeting called to consider the same.

JETPORT, INC.

By: 

JOSEPH PINE, PRESIDENT