

437297

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Aerospace Acquisition Corp.

Merging: TriStar Aerospace, Inc.

Merge

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability 4/25/00
Document _____
Examiner ADR
Updater ADR
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/25/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 25 AM 11:40

RECEIVED

FILED
00 APR 25 PM 3:31
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRISTAR AEROSPACE, INC., a Florida corporation 437297
,

INTO

AEROSPACE ACQUISITION CORP., a Delaware corporation not qualified in
Florida.

File date: April 25, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is: Aerospace Acquisition Corp., a Delaware corporation

Second: The name and jurisdiction of the merging corporation is: TriStar Aerospace, Inc., a Florida corporation.

Third: The Plan of Merger is attached hereto as Exhibit A.

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

Fifth: The Plan of Merger was adopted by the board of directors of Aerospace Acquisition Corp. on April 19, 2000 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of TriStar Aerospace, Inc. on April 19, 2000, and shareholder approval was not required.

IN WITNESS WHEREOF, the entities named herein, have caused these Articles of Merger to be duly executed as of April 19, 2000.

Aerospace Acquisition Corp.

TriStar Aerospace, Inc.

Thomas F. Larkins
Name: Thomas F. Larkins
Title: Secretary

Thomas F. Larkins
Name: Thomas F. Larkins
Title: Secretary

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, (this "Agreement") is made and entered into as of April 1st, 2000 by and between TriStar Aerospace, Inc, a Florida corporation ("TAI"), and Aerospace Acquisition Corp., a Delaware corporation ("AAC") collectively, the "Constituent Corporations").

RECITALS

WHEREAS, the Board of Directors of each of the Constituent Corporations have approved and deemed advisable this Agreement and the Merger contemplated hereby (the "Merger") of TAI into AAC, upon the terms set forth in this Agreement.

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

ARTICLE I

The Merger

SECTION 1.01 *The Merger*. Upon the terms hereof, and in accordance with the relevant provisions of Section 253 of the Delaware General Corporate Law and in accordance with the provisions of Section 607.1104 and 607.1105 of the Florida Statutes (the "Relevant Law"), upon the Effective Time (as such term is defined below), TAI shall be merged with and into AAC. Following the Merger, AAC shall continue as the surviving corporation (the "Surviving Corporation") and shall continue its existence under the laws of the State of Delaware under its present name and the separate existence of TAI shall cease.

SECTION 1.02 *Effective Time*. The Merger shall be consummated by filing with the Secretaries of State of both the State of Delaware and Florida articles of merger (the "Articles of Merger") in accordance with the Relevant Law. The Merger shall become effective at such time as the Articles of Merger are duly filed (the time the Merger becomes effective being the "Effective Time").

SECTION 1.03 *Effects of the Merger*. The Surviving Corporation shall succeed, without other transfer, to all the rights and property of TAI and shall be subject to all the debts and liabilities thereof in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens put on the property of each of the Constituent Corporations shall be preserved unimpaired.

SECTION 1.04. *Certificate of Incorporation and By-Laws*. At the Effective Time, the Certificate of Incorporation and the By-Laws of AAC, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

SECTION 1.05 *Directors and Officers.* The directors and officers of AAC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until the earlier of (a) their resignation or removal or (b) such time as their respective successors are duly elected and qualified.

SECTION 1.06 *Conversion of Shares.* At the Effective Time, by virtue of the Merger and without any action on the part of any of the Constituent Corporations or the stockholders of any of the Constituent Corporations:

(a) each share of capital stock of TAI shall be canceled and retired and shall cease to exist, and no payment or consideration shall be made with respect thereto; and

(b) each issued and outstanding share of capital stock of AAC shall remain outstanding and shall represent one fully paid and non assessable share of common stock of the Surviving Corporation.

SECTION 1.07 *Filing of Articles of Merger.* In the event that this Agreement shall have been fully adopted in accordance with the provisions of the Relevant Law, AAC agrees that it will cause to be executed, filed and recorded, in accordance with the Relevant Law, Articles of Merger, and that it will cause to be performed all necessary acts within the States of Florida, Delaware and elsewhere to effectuate the Merger.

SECTION 1.08 *Further Filing Authority.* The Board of Directors and the proper officers of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, to effect any of the provisions of this Agreement or of the Merger.

ARTICLE II

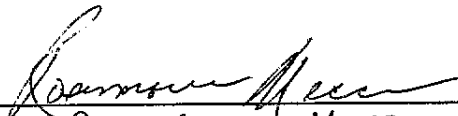
Miscellaneous

SECTION 2.01 *Entire Agreement.* This Agreement constitutes the entire agreement among the parties with respect to the subject matter hereof.


SECTION 2.03 *Governing Law.* This Agreement shall be governed by and construed in accordance with the substantive laws of the State of Delaware regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf by its respective officers thereunto duly authorized, all as of the day and year first above written.

TRISTAR AEROSPACE, INC.


By: 
Name: Rosemarie Mecca
Title: President

AEROSPACE ACQUISITION CORP.

By: 
Name: Rosemarie Mecca
Title: President

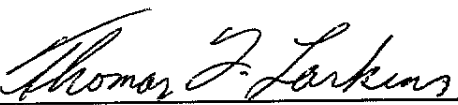
The undersigned, being the Secretary of TriStar Aerospace, Inc., does hereby certify that the foregoing Agreement was adopted on behalf of TriStar Aerospace, Inc. by its Board of Directors pursuant to the Section 607.1104 of the Florida Statutes.

TRISTAR AEROSPACE, INC.

By: 
Name: Thomas F. Larkins
Title: Secretary

The undersigned, being the Secretary of Aerospace Acquisition Corp., does hereby certify that the foregoing Agreement was adopted on behalf of Aerospace Acquisition Corp. by its Board of Directors pursuant to Section 253 of the Delaware General Corporate Law.

AEROSPACE ACQUISITION CORP.

By: 
Name: Thomas F. Larkins
Title: Secretary