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NAME: CARIBE AVIATION, INC.

AUDIT NUMBER.....H98000004414

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AVS/CAI MERGER CORP., a Florida corporation, P98000009028

INTO

**CARIBE AVIATION, INC.**, a Florida corporation, 513733

File date: March 6, 1998

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**

**OF**

**AVS/CAI Merger Corp.**

**AND**

**Caribe Aviation, Inc.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), AVS/CAI Merger Corp., a Florida corporation, and Caribe Aviation, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are AVS/CAI Merger Corp. ("AVS/CAI") and Caribe Aviation, Inc. ("Caribe").
2. AVS/CAI is hereby merged with and into Caribe and the corporate existence of AVS/CAI shall cease. Caribe is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of AVS/CAI on January 29, 1998 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and all of the shareholders of Caribe on February 12, 1998 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.

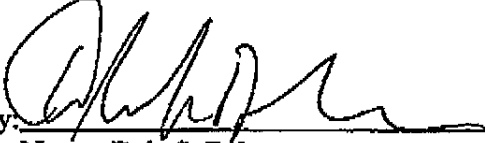
The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

Prepared by:  
Geoffrey C. Cheney, Esq.  
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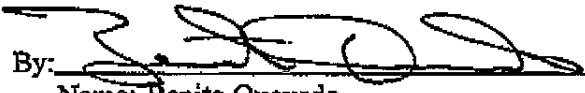
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The parties have caused these Articles of Merger to be executed as of March 6, 1998.

**AVS/CAI MERGER CORP.**

By:   
Name: Dale S. Baker  
Title: President

**CARIBE AVIATION, INC.**

By:   
Name: Benito Quevedo  
Title: President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of March 6, 1998 by and between AVS/CAI Merger Corp., a Florida corporation ("Merger Corp.") and Caribe Aviation, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

At the Effective Time, the officers and directors of the Company shall be as follows and shall remain until their successors are elected and have qualified: Dale S. Baker, Sole Director and Chief Executive Officer and Chairman of the Board; Benito Quevedo, President; and Joseph E. Civileto, Vice President, Secretary, Treasurer and Chief Financial Officer.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, all of the common stock of the Company, \$10.00 (ten dollars) par value per share ("Company Common Stock"), which shall be issued

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and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive in the aggregate (i) 182,143 shares of Aviation Sales Company common stock, par value \$.001 per share, (ii) a promissory note made by Aviation Sales Maintenance & Repair Company in the original principal amount of \$5,000,000 and (iii) \$5,000,000 payable in immediately available funds.

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of Merger Corp., issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

#### **ARTICLE IV**

##### **Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

#### **ARTICLE V**

##### **Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

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Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

AVS/CAR Merger Corp.

By: 

Name: Dale S. Baker

Title: President

CARIBE AVIATION, INC.

By: 

Name: Benito Quevedo

Title: President