

553596

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GEORGE J. BAYA
(1900-1995)

ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

July 11, 1997

VIA FEDERAL EXPRESS

Tracking No.: 5043334844

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/14/97--01154--014

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Re: Merger of Sicma America, Inc. Into
Sicma Aero Seat Services, Inc.

Dear Sir or Madam:

Enclosed please find two original executed Articles of Merger for the above referenced corporations. The Articles of Merger provide that Sicma America, Inc., a Florida corporation, will be merged into Sicma Aero Seat Services, Inc., a Washington corporation, thereby extinguishing the separate corporate existence of Sicma America, Inc.

Please process the enclosed articles and return a certified copy of same, along with a certificate of status for Sicma America, Inc., to the undersigned at the address shown above.

Also enclosed, please find a check made payable to the Secretary of State in the amount of \$131.25 to cover the following charges:

Articles of Merger (2 parties)	\$ 70.00
Certified Copy	52.50
Certificate of Status	8.75
Total	<u>\$131.50</u>

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 4:02

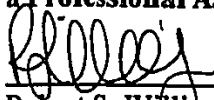
JUL 17 1997

Department of State
Division of Corporations
July 11, 1997
Page 2

Should you have any questions or comments, please contact the undersigned directly
at (305)461-4050.

Very truly yours,

RICHARD H. HUNT & ASSOCIATES
a Professional Association



Robert S. Williams

RSW/mp
Enclosures
cc: Rafael Velasquez (w/o encl.)

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TELEPHONE: (305) 461-4050 • TELEFAX: (305) 580-9071

ARTICLES OF MERGER
Merger Sheet

MERGING:

SICMA AMERICA, INC., a Florida corporation, 553596

INTO

SICMA AERO SEAT SERVICES, INC., a Washington corporation not qualified
in Florida

File date: July 14, 1997

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
BETWEEN
SICMA AMERICA, INC.,
A FLORIDA CORPORATION,
AND
SICMA AERO SEAT SERVICES, INC.,
A WASHINGTON CORPORATION**

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
91 JUL 14 PM 4:02

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned adopt the following Articles of Merger for the purpose of merging SICMA AMERICA, INC., a Florida corporation, with and into SICMA AERO SEAT SERVICES, INC., a Washington corporation.

ARTICLE I

The Agreement of Merger and Plan of Reorganizations dated July 2, 1997, between SICMA AMERICA, INC. and SICMA AERO SEAT SERVICES, INC. was approved and adopted by the shareholders of SICMA AMERICA, INC. on July 2, 1997, and was approved and adopted by the sole shareholder of SICMA AERO SEAT SERVICES, INC. on July 2, 1997.

ARTICLE II

Pursuant to the Agreement of Merger and Plan of Reorganization, each issued and outstanding share of SICMA AMERICA, INC. will be converted into one fully paid share of SICMA AERO SEAT SERVICES, INC., the survivor. All issued and outstanding shares of SICMA AERO SEAT SERVICES, INC. held by SICMA AMERICA, INC. shall, by virtue of the merger, cease to exist and certificates representing such shares shall be canceled.

ARTICLE III

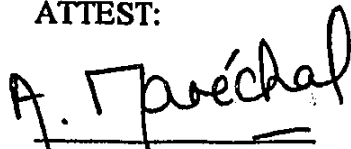
The Agreement of Merger and Plan of Reorganization is attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE IV

Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be July 14, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 2nd day of July, 1997.

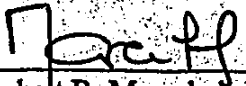
ATTEST:



Alenka Marechal
Secretary

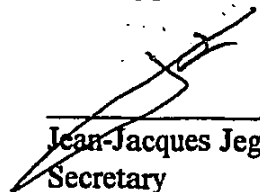
SICMA AMERICA, INC.
a Florida Corporation

By:


Robert R. Marechal, Jr.
President

(SEAL)

ATTEST:


Jean-Jacques Jegou
Secretary

SICMA AERO SEAT SERVICES, INC.
a Washington corporation

By:


Robert R. Marechal, Jr.
President

(SEAL)

EXHIBIT "A"

Agreement of Merger and Plan of Reorganization

Agreement of Merger and Plan of Reorganization dated July 2, 1997 by and between SICMA AMERICA, INC., a Florida corporation (hereinafter called "SAI") and SICMA AERO SEAT SERVICES, INC., a Washington corporation (hereinafter called "SASS").

WHEREAS:

1. The Boards of Directors of SAI and SASS have resolved that SAI be merged, pursuant to the Washington Business Corporation Act and the Florida Business Corporation Act (the "Acts"), into a single corporation existing under the laws of the State of Washington, to wit, SASS, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") 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 SAI consists of 220,000 shares of Common Stock with a par value of \$10.00 per share (hereinafter called "SAI Common Stock"), 220,000 shares of which are issued and outstanding; and

3. The authorized capital stock of SASS consists of 220,000 shares of Common Stock with a par value of \$10.00 per share (hereinafter called "SASS Common Stock"), 100 shares of which are issued and outstanding; and

4. The respective Boards of Directors of SAI and SASS 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 Washington Business Corporation Act and the Florida Business Corporation Act that SAI shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Washington, to wit, SASS, which shall be the Surviving Corporation, 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' Meeting; Filings; Effects of Merger

1.1 SAI Stockholders' Meeting. SAI shall call a meeting of its stockholders to be held in accordance with the Florida Business Corporation Act at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by SAI as Sole Stockholder of SASS. On or before July 14, 1997, SAI, as the sole stockholder of SASS, shall adopt this Agreement in accordance with Washington Business Corporation Act.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of SAI in accordance with the Florida Business Corporation Act, (b) this Agreement has been adopted by SAI as the sole stockholder of SASS, in accordance with the Washington Business Corporation Act, 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 Washington Business Corporation Act and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act. Such filings shall be made on the same day if practicable. The Merger shall become effective at 9:00 A.M. on July 14, 1997, or the date and time when properly filed with the Florida and Washington secretaries of state, whichever is later, which date and time are herein referred to as the "Effective Date".

1.4 Certain effect of Merger. On the Effective Date, the separate existence of SAI shall cease, and SAI shall be merged into SASS which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of SAI; and all and singular, the rights, privileges, powers, and franchises of SAI, and all property, real, personal, and mixed, and all debts due to SAI on whatever account, as well for stock subscriptions and all other things in action or belonging to SAI 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 the Surviving Corporation as they were of SAI, and the title to any real estate vested by deed or otherwise, under the laws of Washington or Florida or any other jurisdiction, in SAI shall be preserved unimpaired, and all debts, liabilities, and duties of SAI 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 SAI, 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 SAI's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be SICMA AERO SEAT SERVICES, INC.

2.2 Articles of Incorporation. The Articles of Incorporation of SASS 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 SASS, 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 SAI and the nature and amount of securities of SASS which the holders of shares of SAI Common Stock are to receive in exchange for such shares are as follows:

3.1 SAI Common Stock. Each one share of SAI Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of SASS Common Stock, and outstanding certificates representing shares of SAI Common Stock shall thereafter represent shares of SASS Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 SASS Common Stock Held by SAI. All issued and outstanding shares of SASS Common Stock held by SAI immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of SAI, if the Board of Directors of SAI or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 Shareholder of SASS who, except for the applicability of Florida Statutes § 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Statutes § 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

4.3 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 instruments.

IN WITNESS WHEREOF, this Agreement has been executed by SICMA AMERICA, INC. and SICMA AERO SEAT SERVICES, INC. all on the date first above written.

ATTEST

A. Marechal
Alenka Marechal
Secretary

SICMA AMERICA, INC.

By: [Signature]
Robert R. Marechal, Jr.
President

(SEAL)

ATTEST

[Signature]
Jean-Jacques Jegou
Secretary

SICMA AERO SEAT SERVICES, INC.

By: [Signature]
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President

(SEAL)