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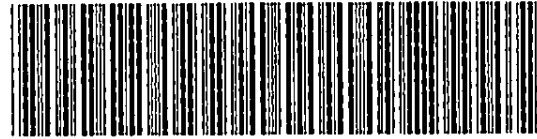
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Smith Aircraft Corporation

NEW YORK

CERTIFIED COPY

CERTIFICATE OF AMENDMENT

OF

SMITH AIRCRAFT CORPORATION

July 28th 1949

By ST

513
July 28, 1949

CERTIFIED COPY

CERTIFICATE OF INCORPORATION
OF
PACE-SMITH DRILLING COMPANY, INC.

July 28th 1949

C T Corporation System
1329 E Street, N. W.
Washington 4, D. C.

Gentlemen:

I enclose herewith Permit issued to SMITH AIRCRAFT CORPORATION, a Delaware corporation, authorizing said company to transact business within the State of Florida having filed duly authenticated copy of Charter in this office in accordance with Law.

Receipt for \$26.00 showing the payment of the charter tax and filing fees is also enclosed.

Yours very truly,

Secretary of State.

T/
Enc.

C T CORPORATION SYSTEM

CTC
SYSTEM

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUENOS AIRES	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	HOUSTON	INDIANAPOLIS
NEW YORK	LOS ANGELES	MINNEAPOLIS
PORTLAND, ME.	PHILADELPHIA	PITTSBURGH
ST. LOUIS	SAN FRANCISCO	SEATTLE
WASHINGTON	WILMINGTON, DEL.	

WASHINGTON 4.
1329 E STREET, N. W.
PHONE: DISTRICT 1801

July 26, 1949

Hon. R. A. Gray
Secretary of State of Florida
Tallahassee, Florida

RE: SMITH AIRCRAFT CORPORATION

Dear Sir:

At the request of counsel for this company,
we attach the following:

1. Affidavit of Amount of Capital Employed and/or to be Employed in the State of Florida.
2. Certificate Designating Office, Place of Business, or Domicile for the Service of Process within the State and Naming Agent Upon whom Process May Be Served.
3. Certified copy of Certificate of Incorporation and all Amendments.
4. Our check to your order in the amount of \$26.00, to cover the initial tax of \$20.00; fee for filing Appointment of Agent \$1.00; and covering your fee for issuing Permit in the amount of \$5.00.

Please place these on file in your office, and notify us by letter when completed and forward license certificate to this office.

Thank you for your cooperation in this regard.

Very truly yours,

C T CORPORATION SYSTEM

By H. U. Stephenson
H. U. Stephenson
Secretary

C. PAY	20.00
	5.00
	1.00
	26.00
IN BANK	26.00
BALANCE DUE	
RECEIVED	
1949	

State of Florida

Affidavit of Amount of Capital Employed and/or
to be Employed in the State by

SMITH AIRCRAFT CORPORATION

STATE OF DISTRICT)
 OF) ss.
COUNTY OF COLUMBIA)

L. B. SMITH

and

R. M. KOLZE

being first duly sworn, on oath, state that they are respectively the president and
secretary of SMITH AIRCRAFT CORPORATION

a corporation organized and existing under the laws of the State of DELAWARE
which corporation is applying for permission to transact business in the State of Florida; that
they are active managing officers of said corporation and are familiar with the business of
said corporation; that the authorized capital stock of said company is fully disclosed by the
certified copy or copies of the articles of incorporation heretofore and/or herewith filed in
the office of the Secretary of State, and that the maximum amount of capital employed and/or
to be employed in the State of Florida at any time during the current fiscal year of said cor-
poration will not exceed \$10,000.00, and that if the remainder, or a greater amount
of its capital is employed in the State of Florida at any time, a report thereof shall be made
to the Secretary of State of Florida not later than 30 days after the close of its fiscal year
in which said increase occurs and the proper fees thereon shall be paid to the Secretary of
State.

L. B. Smith President
R. M. Kolze Secretary

Subscribed and sworn to before me, A Notary Public, in and for the aforesaid County
and State, this 1st day of June 1949

(NOTARIAL SEAL)

Charles M. Lench
Notary Public, D.C.
My Commission Expires 9/1/53

(Affidavit must be signed by the president or vice-president and the secretary).

CERTIFICATE OF INCORPORATION
OF
PACE-SMITH DRILLING COMPANY, INC.

FIRST. The name of the corporation is
PACE-SMITH DRILLING COMPANY, INC.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are

To drill for, explore for, mine, produce, recover, refine, store, manufacture, purchase, sell, transport and distribute and generally to trade and deal in petroleum and other oils, natural gas and other volatile substances, minerals, ores, clays and other mineral substances and products derived in whole or in part therefrom.

To engage in the business of drilling oil wells and shafts of all kinds; to purchase, construct, lease, own, use, operate and maintain machinery, rigging and equipment for the drilling of wells and shafts of all kinds.

To purchase, lease from others and otherwise acquire, own, hold, develop, improve, operate, use, sell, mortgage, lease to others and otherwise dispose of real property and estates and interests therein, and concessions, licenses or franchises relating thereto, oil and gas wells, mines, quarries, refineries, works, tanks, pipelines for its private

use, and all other structures, machinery, cars, vessels, containers, and apparatus of any kind in which the material or products dealt in are used, stored or transported, and all other equipment and appliances and appurtenances thereto and all other personal property necessary or convenient for conducting its business.

To acquire by purchase or otherwise, to own, hold, syndicate and/or otherwise operate, to sell, lease and otherwise dispose of, in any of the United States of America or colonies or dependencies thereof, or in any other part of the world, leases, lands, concessions, grants, rights, powers and privileges which may seem to the company capable of being utilized for any purpose or turned to any account; and to prospect, drill for, mine for, prepare, pump, produce, manufacture, refine, adapt, buy, sell, distribute, and otherwise deal in petroleum and other oils and any and all products, by-products and residual products thereof; to acquire, drill, sink, own, maintain, operate and develop oil and gas wells and prepare, adapt, utilize, refine, buy, sell and otherwise deal in and with the products thereof and therefrom in such manner as may be advantageous or profitable, and to transact any and all other business pertinent, collateral or incidental to any of the purposes aforesaid.

To produce, purchase, transport, refine, store and sell crude petroleum and all or any of its products and by-products, and to aid other companies and parties in the production, transportation, storage, refining, manufacture and sale of the same.

To do all kinds of mining, manufacturing and trading business; to transport goods and merchandise by land or water in any manner; to build houses, warehouses, buildings, structures, vessels, cars, wharves, docks and piers; to do a general warehouse and storage business; to do a general cooorage business; to buy, sell, deal in, issue, transfer, register, certify and guarantee warehouse receipts.

To do generally any and all things incidental to or included in the business of drilling for, exploring for, producing, refining treating, piping, transporting, handling, selling, marketing, or using petroleum or other natural oils, gases or minerals, and any and all the products thereof, either by themselves or in combination with other materials, substances or products.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the

payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the Corporation shall have the authority to issue is Eight Hundred Fifty (850), of which Seven Hundred Fifty (750) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Seventy Five Thousand Dollars (\$75,000.00) shall be preferred stock and of which One Hundred(100) shares without par value shall be common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The holders of the preferred stock shall be entitled to receive, when as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of Delaware, preferential dividends at the rate of Four per centum (4%) per annum and no more, payable annually, semi-annually or quarterly on such days as may be determined by the board of directors before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of Four per centum (4%)

per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the preferred stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

The corporation may, at any time upon the affirmative vote of the holders of two-thirds of the stockholders entitled to vote, redeem the whole or any part of the outstanding preferred stock on any dividend payment date after issuance by paying One Hundred Five Dollars (\$105.00) for each share thereof, together with a sum of money equivalent to dividends at the rate of Four per centum (4%) per annum on the par value thereof from the date on which the dividends thereon became cumulative to the date fixed for such redemption, less the amount of dividends theretofore paid thereon. Notice of such election to redeem shall, not less than thirty (30) days prior to the dividend date upon which the stock is to be redeemed, be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation. In case less than all of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lot or pro rata or

otherwise, may be determined by the board of directors. If on or before the redemption date named in such notice, the funds necessary for such redemption shall have been set aside by the corporation so as to be available for payment on demand to the holders of the preferred stock so called for redemption, then, notwithstanding that any certificate of the preferred stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights with respect to such preferred stock so called for redemption including any right to vote or otherwise participate in the determination of any proposed corporate action, shall forthwith after such redemption date cease and determine, except only the right of the holder to receive the redemption price therefor, but without interest.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid One Hundred Dollars (\$100.00) per share, together with a sum of money equivalent to dividends at the rate of Four per centum (4%) per annum on the par value thereof, from the date or dates upon which dividends on such preferred stock became cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon

such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, all rights to vote and all voting power being vested exclusively in the holders of the common stock.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
C. S. Peabbles	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, and, in connection with any such mortgages or liens, the board of directors may provide or contract that no dividends shall be declared or paid upon the issued and outstanding capital stock of the corporation until such time as such mortgages or liens, or any of them, shall have been paid, or otherwise discharged or provided for.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written

consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. In the absence of fraud, no contract or transaction between this corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of this corporation are interested in or are directors or officers of such other association or corporation, and any director or officer of this corporation individually may be a party to, or may be interested in, any such contract or transaction of this corporation; and no such contract or transaction of this corporation with any individual, partnership, association or corporation shall be affected by the fact that any director or officer of this corporation is a party to, or interested in, such contract or transaction, or in any way connected with such individual, partnership, association or corporation. Each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist by reason of thus contracting with this corporation for the benefit of himself or any individual, partnership, association or corporation in which he may be in anywise interested; provided that, except in respect of contracts or transactions between this corporation and subsidiary and affiliated corporations, he shall disclose the

fact and nature of any such relationship or interest to at least a majority of the board of directors and shall not vote upon the question of authorizing or approving any such contract or transaction or be counted in determining the existence of a quorum for any such purpose.

ELEVENTH. Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation.

TWELFTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 3rd day of July, A. D. 1947.

C. S. Peabbles (SEAL)

S. M. Brown (SEAL)

W. T. Cunningham (SEAL)

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, That on this 3rd day of July A. D. 1947, personally came before me, a Notary Public for the State of Delaware, C. S. Peabbles, S. M. Brown and W. T. Cunningham, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. Ruth Mannering
Notary Public.

M. Ruth Mannering
Notary Public
Appointed Feb. 10, 1947
State of Delaware
Term Two Years

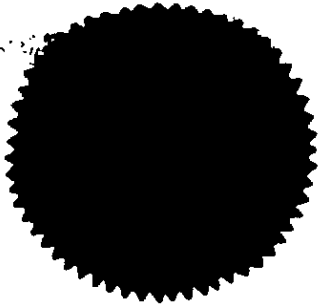
State of Delaware



Office of Secretary of State

J. Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "PACE-SMITH DRILLING COMPANY,
INC.", as received and filed in this office the third day of July,
A.D. 1947, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-first day
of June in the year of our Lord
one thousand nine hundred and forty-nine.



Harris B. McDowell, Jr.

Secretary of State

Lucie T. Jones

Act. Secretary of State

CERTIFIED COPY

**AMENDED CERTIFICATE OF INCORPORATION
OF
CORALIS AVIATION CORPORATION**

AMENDED CERTIFICATE OF INCORPORATION
OF
PACE-SMITH DRILLING COMPANY, INC.
BEFORE PAYMENT OF CAPITAL

FIRST. The name of the corporation is
CONKLIN AVIATION CORPORATION.

SECOND. Its principal office in the State
of Delaware is located at No. 100 West Tenth Street,
in the City of Wilmington, County of New Castle.
The name and address of its resident agent is The
Corporation Trust Company, No. 100 West Tenth
Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects
or purposes to be transacted, promoted or carried on are
To manufacture, construct, buy, lease, hire,
rent or otherwise acquire, import, export, deal in and
with, mortgage, pledge, lease, rent, sell, or otherwise
dispose of, establish, maintain, own and operate aircraft and
aircraft parts, aircraft engines and engine parts, air-
craft motors and motor parts, aircraft accessories, ap-
pliances and parts, aircraft instruments and parts, air-
craft radios and parts, automobiles, trucks, busses,
boats, and any and all other means of transportation or
conveyance of persons or property by air, land, or water,
and motors, engines, parts, accessories, appliances, and
tools relating thereto or useful in connection therewith,
communication equipment and facilities of all kinds, elec-

tronic equipment and supplies, radio transmitters and receivers, air navigation equipment and facilities, meteorological instruments and equipment, landing strips, landing areas, airports, either land or water, hangars, shops, repair facilities, garages, warehouses, storage space, docks, harbor facilities, gasoline, oil, grease, tires, tubes, wheels, and all other facilities, equipment and supplies incidental or necessary in connection with the purchase, sale, lease, ownership, operation, repair and maintenance of any of the articles or things hereinbefore enumerated or in any way related thereto.

To drill for, explore for, mine, produce, recover, refine, store, manufacture, purchase, sell, transport and distribute and generally to trade and deal in petroleum and other oils, natural gas and other volatile substances, minerals, ores, clays and other mineral substances and products derived in whole or in part therefrom.

To engage in the business of drilling oil wells and shafts of all kinds; to purchase, construct, lease, own, use, operate and maintain machinery, rigging and equipment for the drilling of wells and shafts of all kinds.

To purchase, lease from others and otherwise acquire, own, hold, develop, improve, operate, use, sell, mortgage, lease to others and otherwise dispose of real property and estates and interests therein, and concessions, licenses or franchises relating thereto, oil and gas wells, mines, quarries, refineries, works, tanks, pipelines for its private use, and all other structures, machinery, cars, vessels, containers, and apparatus of any kind in which the material or products dealt in are used,

stored or transported, and all other equipment and appliances and appurtenances thereto and all other personal property necessary or convenient for conducting its business.

To acquire by purchase or otherwise, to own, hold, syndicate and/or otherwise operate, to sell, lease and otherwise dispose of, in any of the United States of America or colonies or dependencies thereof, or in any other part of the world, leases, lands, concessions, grants, rights, powers and privileges which may seem to the company capable of being utilized for any purpose or turned to any account; and to prospect, drill for, mine for, prepare, pump, produce, manufacture, refine, adapt, buy, sell, distribute, and otherwise deal in petroleum and other oils and any and all products, by-products and residual products thereof; to acquire, drill, sink, own, maintain, operate and develop oil and gas wells and prepare, adapt, utilize, refine, buy, sell and otherwise deal in and with the products thereof and therefrom in such manner as may be advantageous or profitable, and to transact any and all other business pertinent, collateral or incidental to any of the purposes aforesaid.

To produce, purchase, transport, refine, store and sell crude petroleum and all or any of its products and by-products, and to aid other

companies and parties in the production, transportation, storage, refining, manufacture and sale of the same.

To do all kinds of mining, manufacturing and trading business; to transport goods and merchandise by land or water in any manner; to build houses, warehouses, buildings, structures, vessels, cars, wharves, docks and piers; to do a general warehouse and storage business; to do a general cooorage business; to buy, sell, deal in, issue, transfer, register, certify and guarantee warehouse receipts.

To do generally any and all things incidental to or included in the business of drilling for, exploring for, producing, refining, treating, piping, transporting, handling, selling, marketing, or using petroleum or other natural oils, gases or minerals, and any and all the products thereof, either by themselves or in combination with other materials, substances or products.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in

and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of

capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further

that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted

by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the Corporation shall have the authority to issue is One Thousand (1,000), of which Seven Hundred Fifty (750) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Seventy Five Thousand Dollars (\$75,000.00) shall be preferred stock and of which Two Hundred Fifty (250) shares without par value shall be common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The holders of the preferred stock shall be entitled to receive, when as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of Delaware,

preferential dividends at the rate of Four per centum (4%) per annum and no more, payable annually, semi-annually or quarterly on such days as may be determined by the board of directors before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be cumulative from the date of issue thereof so that if dividends for any past dividend period at the rate of Four per centum (4%) per annum shall not have been paid thereon, or declared and a sum sufficient for payment thereof set apart, the deficiency shall be fully paid or set apart but without interest, before any dividend shall be paid upon or set apart for the common stock. Whenever the full dividend upon the preferred stock for all past dividend periods shall have been paid, and the full dividend thereon for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart, dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

The corporation may, at any time upon the affirmative vote of the holders of two-thirds of the stockholders entitled to vote, redeem the whole or any part of the outstanding preferred stock on any dividend payment date after issuance by paying One Hundred Five Dollars (\$105.00) for each share thereof, together with a sum of money equivalent to dividends at the rate of Four per centum (4%) per annum on the par value thereof from the date on which the dividends thereon became cumulative to the date fixed for such redemption, less the amount of dividends theretofore paid thereon. Notice of such election to redeem shall, not less than thirty (30) days prior to the dividend date upon which the stock is to be redeemed, be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation. In case less than all of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lot or pro rata or otherwise, may be determined by the board of directors. If on or before the redemption date named in such notice, the funds necessary for such redemption

shall have been set aside by the corporation so as to be available for payment on demand to the holders of the preferred stock so called for redemption, then, notwithstanding that any certificate of the preferred stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights with respect to such preferred stock so called for redemption including any right to vote or otherwise participate in the determination of any proposed corporate action, shall forthwith after such redemption date cease and determine, except only the right of the holder to receive the redemption price therefor, but without interest.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid One Hundred Dollars (\$100.00)

per share, together with a sum of money equivalent to dividends at the rate of Four per centum (4%) per annum on the par value thereof, from the date or dates upon which dividends on such preferred stock became cumulative to the date of payment thereof, less the amount of dividends theretofore paid thereon. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, all rights to vote and all voting power

being vested exclusively in the holders of the common stock.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
C. S. Peabbles	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, and, in connection with any such mortgages or liens, the board of directors may provide or contract that no dividends shall be declared or paid upon the issued and outstanding capital stock of the corporation until such time as such mortgages or liens, or any of them, shall have been paid, or otherwise discharged or provided for.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business

and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. In the absence of fraud, no contract or transaction between this corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of this corporation are interested in or are directors or officers of such other association or corporation, and any director or officer of this corporation individually may be a party to, or may be interested in, any such contract or transaction of this corporation; and no such contract or transaction of this corporation with any individual, partnership, association or corporation shall be affected by the fact that any director or officer of this corporation is a party to, or interested in, such contract or transaction, or in any way connected with such individual, partnership, association or corporation. Each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist by reason of thus contracting with this corporation for the benefit of himself or any individual, partnership, association or corporation in which he may be in anywise interested; provided that, except in

respect of contracts or transactions between this corporation and subsidiary and affiliated corporations, he shall disclose the fact and nature of any such relationship or interest to at least a majority of the board of directors and shall not vote upon the question of authorizing or approving any such contract or transaction or be counted in determining the existence of a quorum for any such purpose.

ELEVENTH. Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation.

TWELFTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stock-

holders herein are granted subject to this reservation

We, the undersigned, being the incorporators of PACE-SMITH DRILLING COMPANY, INC., a corporation heretofore formed in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware and the acts amendatory thereof and supplemental thereto, and being the incorporators named in the original certificate of incorporation thereof, which was duly filed in the office of the Secretary of State on the 3rd day of July, 1947, and a certified copy thereof recorded in the Recorder's office at Wilmington, Delaware, on the 3rd day of July, 1947, and no part of the capital of said corporation having been paid, do hereby pursuant to the provisions of Section 25 of said General Corporation Law, Amend said original certificate of incorporation so that the same shall read as hereinbefore set forth; and accordingly we do hereby set our hands and seals this 28th day of July A. D. 1947.

In the presence of:
M. Ruth Mannering

C. B. Peabbles	(SEAL)
S. M. Brown	(SEAL)
W. T. Cunningham	(SEAL)

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, That on this 28th day of July,
A. D. 1947, personally appeared before me, M. Ruth Mannering,
a Notary Public for the State of Delaware, C. S. Peabbles,
S. H. Brown and W. T. Cunningham, all of the parties to
the foregoing amended certificate of incorporation, known to
me personally to be such, and severally acknowledged the said
amended certificate to be the act and deed of the signers
respectively and that the facts therein stated are truly set
forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

M. Ruth Mannering

Notary Public.

M. Ruth Mannering
Notary Public
Appointed Feb. 10, 1947
State of Delaware
Term Two Years

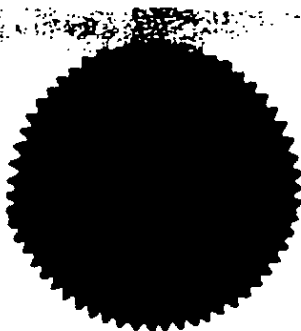
State of Delaware



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Amended Certificate of Incorporation of the "PACE-SMITH CRILLING
COMPANY, INC.", as received and filed in this office the twenty-
ninth day of July, A.D. 1947, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal this twenty-first *day*
of June *in the year of our Lord*
one thousand nine hundred and forty-nine



Harris B. McDowell, Jr.

Secretary of State

Kenneth A. Forster

Asst. Secretary of State

CERTIFIED COPY

**CERTIFICATE OF AMENDMENT
OF
CONKLIN AVIATION CORPORATION**

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

-ooOoo-

CONELIN AVIATION CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of CONELIN AVIATION CORPORATION be amended by changing the article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is

CONELIN-SMITH AIRCRAFT CORPORATION

SECOND: That the said Amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 81 of the General Corporation Law of Delaware and filed with the Corporation on the 27th day of September, 1947.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 26 and 81 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said CONELIN AVIATION CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by L. B. Smith as President, and R. M. Helge as Secretary, this 26th day of September, 1947.

CONELIN AVIATION CORPORATION

By _____
President
By *R. M. Helge*
Secretary

DISTRICT)
of) SS:
COLUMBIA)

BE IT REMEMBERED that on this 27th day of September, 1947, personally came before me, a Notary Public in and for the District of Columbia, L. B. Smith, President of Conklin Aviation Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such and he, the said L. B. Smith, as such President, duly executed said Certificate before me, and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of said President and of the Secretary of the said Corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Leona E. Bain
Notary Public

My Commission expires: *Aug 19, 1952*

Leona E. Bain
Notary Public
District of Columbia

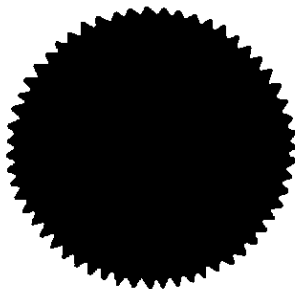
State of Delaware



Office of Secretary of State

I, Harris B. McDonald, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "CONKLIN AVIATION CORPORATION", as
received and filed in this office the sixth day of October, A.D.
1947, at 11 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-first day
of June in the year of our Lord
one thousand nine hundred and forty-nine.



Harris B. McDonald, Jr.

Secretary of State

James H. Zerbe

Asst. Secretary of State

CONKLIN-SMITH AIRCRAFT CORPORATION

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

-ooOoo-

CONKLIN-SMITH AIRCRAFT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the board of directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the certificate of incorporation of said corporation:

RESOLVED that the certificate of incorporation of CONKLIN-SMITH AIRCRAFT CORPORATION be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST. The name of the corporation is
SMITH AIRCRAFT CORPORATION"

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 81 of the General Corporation Law of Delaware, and filed with the corporation on the 17th day of June, 1948.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 26 and 81 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said CONKLIN-SMITH AIRCRAFT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by

L.B. Smith its President and R. M. Kolze
its Secretary this 17th day of June, 1948.

(CORPORATE SEAL) CONKLIN-SMITH AIRCRAFT CORPORATION

By *L. B. Smith* President

By *R. M. Kolze* Secretary

CONKLIN-SMITH AIRCRAFT CORPORATION
CORPORATE SEAL
1947
DELAWARE

STATE OF FLORIDA }
COUNTY OF DADE } ss:

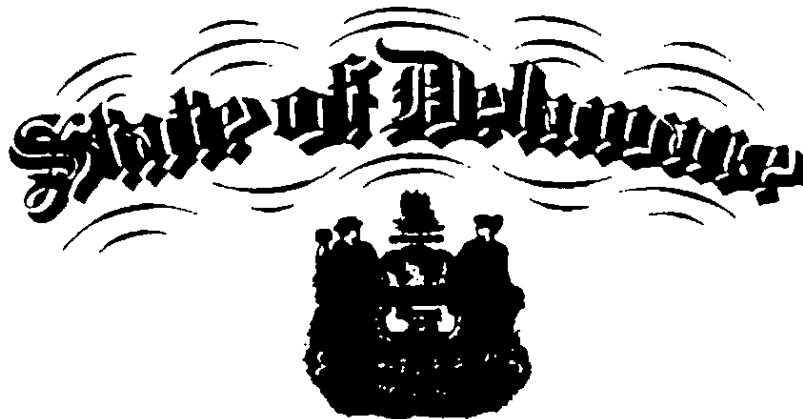
BE IT REMEMBERED that on this *17th* day of June, A. D. 1948, personally came before me, Gertrude Boggerly, a Notary Public in and for the State of Florida at Large, aforesaid, L. B. Smith President of CONKLIN-SMITH AIRCRAFT CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said L. B. Smith as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Gertrude Boggerly
Notary Public

Notary Public, State of Florida at Large.
My commission expires January 28, 1952.
Bonded by American Surety Co. of N. Y.

GERTRUDE BOGGERLY
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of the "CONKLIN-SMITH AIRCRAFT CORPORATION",
as received and filed in this office the first day of July, A.D. 1948,
at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-first *day*
of June *in the year of our Lord*
one thousand nine hundred and forty-nine.

Harris B. McDowell, Jr.

Secretary of State

Willie H. Zorbet

Asst. Secretary of State

4-7950-1

Certified Copy

MERGER AGREEMENT

Between

SMITH AIRCRAFT CORPORATION

and

AERODUX, INC.

*under name of
"Aerodux, Inc."*

*4th
Aug 1949*

*ST.
40
528
Aug 4, 1949*

SMITH, RISTIG & SMITH

**618 FIFTEENTH STREET, NORTHWEST
WASHINGTON 5, D. C.**

August 4th 1949

C T Corporation System
1329 E. Street, N. Y.
Washington 4, D. C.

Gentlemen:

I enclose herewith Certificate showing Agreement of Merger between SMITH AIRCRAFT CORPORATION, a Delaware corporation, and AERONEX, INC., a Florida corporation, wherein the former merged into the latter and assumes the name of "AERONEX, INC." has been duly filed in this office in accordance with Law.

Receipt for \$5.00 showing the payment of the filing fee is also enclosed.

Secretary of State.


T/T
Enc.

Authenticated copy of Agreement of Merger between
Smith Aircraft Corporation a Delaware corporation, qualified
to transact business within the State of Florida, and
AERODEX, INC., a Florida corporation, wherein the former merges
and assumes the name AERODEX, INC.
into the latter, which is to be the continuing corporation
under the Laws of the State of Delaware.

CTC
SYSTEM

NAME	ADDRESS	CITY
LAST NAME	FIRST NAME	STATE
CONNECTION	TELEPHONE	COUNTRY
DATE OF BIRTH	DATE OF DEATH	DATE OF DEATH
SEX	AGE	HEIGHT
WEIGHT	HAIR	COLORED
SKIN	SCARS	SCARS
SCARS	SCARS	SCARS

500



DOMESTIC SERVICE	
Check the class of service desired; otherwise this message will be sent as a full rate telegram.	
FULL RATE TELEGRAM	SERIAL
DAY LETTER	NIGHT LETTER

WESTERN UNION

W. P. MARSHALL, PRESIDENT

INTERNATIONAL SERVICE	
Check the class of service desired; otherwise this message will be sent at the full rate.	
FULL RATE	DEFERRED
DAY LETTER	NIGHT LETTER

NO. WTS. COL. OF SVC.	PD. OR COLL.	CASH COL.	CHARGE TO THE ACCOUNT OF	TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

August 1, 1949

C.T. Corporation System,
1229 F. Street N.W.
Washington, D.C.

Have merger agreement between Aerodex, Inc., and Smith Aircraft Corporation ~~XXXX~~ wherein former merges into latter, under laws of Delaware. This merger can not be accepted as official until certified by Secretary of State Delaware.

Collect

R.A. Gray, Sec. of State.

C T CORPORATION SYSTEM

CTC
SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

ALBANY	ALBUQUERQUE	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DETROIT	HOUSTON	INDIANAPOLIS
NEW YORK	LOS ANGELES	MINNEAPOLIS
PORTLAND	PHILADELPHIA	PITTSBURGH
ST. LOUIS	SAN FRANCISCO	SEATTLE
WASHINGTON	WILMINGTO	

July 29, 1949

WASHINGTON 4,
1329 E STREET, N. W.
PHONE: DISTRICT 1401

Hon. R. A. Gray
Secretary of State of Florida
Tallahassee, Florida

Re: AERODEX, INC.
SMITH AIRCRAFT CORPORATION

Dear Sir:

We attach one copy of an agreement of merger whereby Aerodex, Inc., a Florida corporation, is merged with and into Smith Aircraft Corporation, a Delaware corporation licensed in Florida, together with our check to your order in the amount of \$5.00 to cover the filing fee. Please place this agreement of merger on file in your office and notify us by telephone, at our expense, when filing has been completed.

It is our intention to file a copy of the agreement of merger, certified by the Secretary of State of Delaware, in your office as an amendment to the certificate of incorporation of Smith Aircraft Corporation which is already licensed in your state.

Thank you for your usual fine cooperation in these matters.

Yours very truly,

C T CORPORATION SYSTEM

By H. C. Stephenson
H. C. Stephenson
Secretary

HCS:DL
Encls.

AGREEMENT OF MERGER

This AGREEMENT OF MERGER, made this 30th day of July, 1940, by and between SMITH AIRCRAFT CORPORATION, a corporation organized and existing pursuant to the laws of the State of Delaware, with its principal office at 100 West Tenth Street, City of Wilmington, County of New Castle, Delaware, Party of the First Part, and ARRODEX, INC., a corporation organized and existing pursuant to the laws of the State of Florida, with its principal office at Hangar No. 2, International Airport, City of Miami, County of Dade, Florida, Party of the Second Part.

WITNESSETH:

WHEREAS, the Board of Directors of each of said corporations, Parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the welfare of said corporations and their respective stockholders, that SMITH AIRCRAFT CORPORATION, Party of the First Part, merge into itself ARRODEX, INC., Party of the Second Part, and that ARRODEX, INC., Party of the Second Part, should be merged into SMITH AIRCRAFT CORPORATION, Party of the First Part, as authorized by the statutes of the States of Delaware and Florida, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, said SMITH AIRCRAFT CORPORATION, by its Certificate of Incorporation (as Pace-Smith Drilling Company, Inc.) which was filed in the office of the Secretary of State of the State of Delaware on July 3, 1947, and recorded in the office of the Recorder of Deeds for the County of New Castle on the same day, and by Amendment to its Certificate of Incorporation (change of name from Pace-Smith Drilling Company, Inc. to Conklin Aviation Corporation) which was filed in the office of the Secretary of State of Delaware on July 22, 1947, and recorded in the office of the Recorder of Deeds for the County of New Castle on the same day, and by Amendment to its Certificate of Incorporation (change of name from Conklin Aviation Corporation to Conklin-Smith Aircraft Corporation) which was filed in the office of

the Secretary of State of the State of Delaware on October 9, 1947 and recorded in the office of the Recorder of Deeds for the County of New Castle on the same day, and by Amendment to its Certificate of Incorporation (change of name from Conklin-Smith Aircraft Corporation to Smith Aircraft Corporation) which was filed in the office of the Secretary of the State of Delaware on July 1, 1948, and recorded in the office of the Recorder of Deeds for the County of New Castle on the same day, has an authorized capital stock of one thousand (1,000) shares divided into seven hundred and fifty (750) shares of Preferred Stock of the par value of \$100 each, and two hundred and fifty (250) shares of Common Stock without par value, and of which amount, sixty-six and two-thirds (66-2/3) of Common Stock are issued and outstanding; and

WHEREAS, said AERODUX, INC., by its Certificate of Incorporation which was filed in the office of the Secretary of State of the State of Florida on November 1, 1946, has an authorized capital stock of fifty (50) shares without par value, and of which amount fifty (50) shares are issued and outstanding; and

WHEREAS, the principal office of said SMITH AIRCRAFT CORPORATION in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware; and

WHEREAS, the principal office of said AERODUX, INC. in the State of Florida is located at Bagger #2, International Airport, City of Miami, County of Dade, Florida, and the name and address of its resident agent is H. R. Jenks, Jr., 5962 N. W. 37th Street, Miami Springs, Florida.

NOW, THEREFORE, the corporations, Parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements, and provisions hereinafter contained, have agreed and do hereby agree with each other that SMITH AIRCRAFT CORPORATION, merge into itself AERODUX, INC., and likewise that said AERODUX, INC. shall be merged with SMITH AIRCRAFT CORPORATION pursuant to Section 59 of the General Corporation Law of the State of Delaware and to Chapter 612 of the Florida Statutes, 1941, and do hereby agree upon and prescribe that the terms and conditions of the merger and the mode of carrying same into effect and

the manner of converting the shares of the constituent corporations into the shares of the surviving corporation shall be as hereinafter set forth:

ARTICLE I

Corporate Existence of Surviving Corporation

1. SMITH AIRCRAFT CORPORATION, Party of the First Part, shall merge with itself AERODUX, INC., Party of the Second Part, and AERODUX, INC., Party of the Second Part, shall be merged into SMITH AIRCRAFT CORPORATION, Party of the First Part, which corporation shall be the corporation surviving the merger, and the surviving corporation shall be governed by the laws of the State of Delaware.

2. Upon the effective date of the merger, the separate existence of AERODUX, INC., Party of the Second Part, except insofar as may be continued by statute, shall cease and determine, and thereupon the constituent corporations, Parties to this Agreement, shall become a single corporation.

3. Upon the effective date of the merger, the name of the surviving corporation, SMITH AIRCRAFT CORPORATION, Party of the First Part, shall be changed to "AERODUX, INC."

ARTICLE II

Certificate of Incorporation of Surviving Corporation

The facts required to be set forth in a Certificate of Incorporation of a corporation incorporated under the laws of the State of Delaware, which can be stated in the case of the merger provided for in this Agreement of Merger, are as follows:

FIRST: The name of this corporation is and shall be:

AERODUX, INC.

SECOND: The principal office of this corporation in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects or purposes to be transacted, promoted, or carried on, are:

To handle, transport and forward by air, land or water, passengers, mail, money, bills, notes, bullion, packages, parcels and goods, wares and merchandise of every description; and for such purposes to establish routes by air, land or water, and pick-up and delivery services, in and between the states, territories and possessions of the United States and foreign countries and any other place; to acquire, have, possess and exercise all the powers, privileges, rights and franchises necessary, appropriate or convenient for the aforesaid purposes, including all such as may be incident and proper for express carriers, forwarding carriers, and contract carriers or common carriers of passengers or property by air, land or water.

To engage in, carry on, conduct, manage and transact any and every kind of business relating to air navigation by any means whatever whether now known or hereafter invented or developed, and also any and every kind of business having to do with airplanes, airships, balloons, dirigibles, and aircraft of any and all kinds, and any and all kinds of aircraft engines, propellers, equipment, instruments, and accessories and any and every other kind of device, appliance, apparatus and mechanism used or useful in or in connection with air navigation or transportation or in aid thereof.

To design, promote, finance, build, construct, complete, equip, purchase, lease or otherwise acquire, hold, own, maintain, improve, extend, manage, operate, mortgage, sell, or otherwise dispose of airports, aircraft landing fields, landing stages, flying fields, hangars, service stations, airdromes, airways, beacons and all other facilities for air navigation of any kind, character or description whether now known or hereafter invented or developed.

To design, make, build, construct, manufacture, purchase, lease or otherwise acquire, hold, own, improve, repair, service, manage, operate, mortgage, sell or otherwise dispose of airplanes, airships, balloons, dirigibles and aircraft of any and all kinds and any and all kinds of aircraft engines, propellers, equipment, instruments and accessories and other devices, appliances, apparatus and mechanisms used or useful in connection with air

navigation or transportation or in aid thereof.

To maintain and operate plants, laboratories and establishments for testing, developing and improving the design and construction of any and all kinds of aircraft and aircraft engines, propellers, equipment, instruments and accessories of any and all devices, appliances and apparatus and mechanisms used or useful in connection with air navigation or transportation, or in aid thereof; to discover and apply new or improved engineering principles relating thereto and generally to conduct, carry on and engage in any and all kinds of research and experimental work in or in connection with any and all branches of the art or science of aeronautics and of aerodynamics and of any or all related arts or sciences.

To promote, finance, build, construct, complete, equip, purchase, lease or otherwise acquire, hold, own, maintain, improve, extend, manage, operate, mortgage, sell or otherwise dispose of offices and office buildings, hotels, boarding and lodging houses, restaurants, stores, shops, salesrooms, exhibition places, stations, depots, ticket offices, warehouses, elevators, storage and terminal facilities of all kinds, parks and places of public entertainments or amusements.

To promote, finance, build, construct, complete, equip, purchase, lease or otherwise acquire, hold, own, maintain, improve, extend, manage, operate, mortgage, sell or otherwise dispose of communication systems, radio stations, apparatus and systems for wireless telegraph and wireless telephone and other means of transmission of intelligence, whether now known or hereafter invented or developed, in any part of the world so far as permitted by law.

To act as customs broker and freight forwarding and shipping agent; to act as agent, or representative of persons, firms, corporations or associations owning, having or claiming to have any legal or equitable interest in buildings, structures, vessels, cargoes, freights, merchandise of all kinds, whether in transit or otherwise, and to execute in such connection any bond or stipulation, as the same may be required, and otherwise to take such action as may be deemed beneficial to the interests of such principals.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, shares in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall

have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

FOURTH: The total number of shares of all classes of stock which this corporation shall have authority to issue is four thousand (4,000) shares, of which there are thousand (1,000) shares of the par value of fifty dollars (\$50.00) per share, amounting in the aggregate to one hundred thousand dollars (\$100,000) shall be Preferred Stock, and of which stock two thousand (2,000) shares of the par value of fifty dollars (\$50.00) per share amounting in the aggregate to one hundred thousand dollars (\$100,000) shall be Common Stock.

The designations and powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of the annual net profits or net assets in excess of Capital of this Corporation as determined pursuant to the laws of Delaware, preferential dividends at the rate of five per centum (5%) per annum on the par value thereof, and not more, payable annually, semi-annually or quarterly on such days as may be determined by the Board of Directors, where any dividends shall be declared

or paid upon or set apart for the Common Stock. Such dividends upon the Preferred Stock shall be cumulative from the date of issue thereof, so that if dividends for any past dividend period at the rate of five per centum (5%) per annum shall not have been paid thereon, or declared, in a sum sufficient for the payment thereof set apart, the deficiency shall be fully paid or set apart, but without interest, before any dividend shall be paid upon or set apart for the Common Stock.

Whenever the full dividend upon the Preferred Stock for all past dividends shall have been paid, and the full dividends thereon for the then current dividend period shall have been paid or declared in a sum sufficient for the payment thereof set apart, the Board of Directors may declare dividends on the Common Stock payable then or thereafter out of any remaining annual net profits or net assets in excess of Capital of this Corporation available for dividends; and the holders of the Preferred Stock shall not be entitled to participate in any such dividends.

In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, the holders of the Preferred Stock shall share equally and be entitled to be paid in full both the par amount of their shares and the dividends accrued and unpaid thereon before any amount shall be paid to the holders of the Common Stock, and after payment of the aforesaid amounts to the holders of the Preferred Stock as hereinabove provided, the remaining assets and funds of this Corporation shall be divided among and paid to the holders of the Common Stock equally and pro rata according to their respective shares.

The Preferred Stock shall be subject to redemption and the Board of Directors of the Corporation may redeem the whole or any part of the outstanding Preferred Stock at any time after the date of issuance by paying fifty-five dollars (\$55.00) for each share thereof, together with a sum of money equivalent to the amount of cumulative dividends accrued and unpaid thereon, in such manner and by such method whether by lot, pro rata or otherwise, as may be prescribed by the Board of Directors.

Except as otherwise expressly provided by law, the Preferred Stock

shall have no voting power, nor shall the holders thereof as such be entitled to notice of meetings of stockholders, all right to vote and all voting power being vested exclusively in the holders of the Common Stock. If, at any time, however, and whenever cumulative dividends upon the Preferred Stock shall be in default and unpaid in whole or in part, for a period of one (1) year, the holders of the Preferred Stock shall have the same voting power as the holders of the Common Stock, to wit, one (1) vote for each share of stock, and shall be entitled to receive notices of meetings of stockholders; and such voting power shall so continue to vest in the holders of the Preferred Stock until all arrears in the payment of cumulative dividends upon the Preferred Stock shall have been paid and the dividends thereon for the then current dividend period shall have been declared and the funds for the payment thereof set aside. However, if and when thereafter the default dividends shall be paid in full and provision made for the current dividend as herein provided, such payments to be made as promptly as shall be consistent with the best interests of the Corporation, the holders of the Preferred Stock shall be divested of such voting power and the voting power shall then revert exclusively in the holders of the Common Stock, but subject always to the same provisions for the vesting of such power in the holders of the Preferred Stock in case of any similar default or defaults in the payment of cumulative dividends upon the Preferred Stock for a period of one (1) year and the reverting of such entire voting power in the holders of the Common Stock in the event that such default or defaults shall be cured as above provided.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to:

First, alter or repeal the by-laws of the Corporation.

Authorizing and causing to be executed mortgages and liens upon the real and personal property of the Corporation, and, in connection with any such mortgages or liens, the Board of Directors may provide or contract that no dividends shall be declared or paid upon the issued and outstanding capital

stock of the Corporation until such time as such mortgages or liens, or any of them, shall have been paid, or otherwise discharged or provided for.

Set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

KINKIN: In the absence of fraud, no contract or transaction between this Corporation and any other association or corporation shall be affected by the fact that any of the directors or officers of this Corporation are interested in or are directors or officers of such other association or corporation, and any director or officer of this Corporation individually may be a party to, or may be interested in, any such contract or transaction

of this Corporation; and no such contract or transaction of this Corporation with any individual, partnership, association or corporation shall be affected by the fact that any director or officer of this Corporation is a party to, or interested in, such contract or transaction, or in any way connected with such individual, partnership, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist by reason of thus contracting with this Corporation for the benefit of himself or any individual, partnership, association or corporation in which he may be in anywise interested; provided that, except in respect of contracts or transactions between this Corporation and subsidiary and affiliated corporations, he shall disclose the fact and nature of any such relationship or interest to at least a majority of the Board of Directors and shall not vote upon the question of authorizing or approving any such contract or transaction or be counted in determining the existence of a quorum for any such purpose.

FIFTH: Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or by the by-laws of the Corporation.

SIXTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII

Manner of Converting Shares of Constituent Corporations into Shares of Surviving Corporation

Upon the effective date of the merger and forthwith upon the filing and recording of this Agreement of Merger as required by law:

1. The authorized but unissued Preferred Stock of **SWIFT-AIRCRAFT CORPORATION**, Party of the First Part, shall be considered as surrendered and

cancelled.

2. Each issued and outstanding share of Common Stock of SMITH AIRCRAFT CORPORATION, Party of the First Part, shall be converted into seven and five-tenths (7.5) shares of ^{COMMON} Preferred Stock and six and nine-tenths (6.9) shares of ^{Preferred} Common Stock of the surviving corporation, and each holder of shares of Common Stock of SMITH AIRCRAFT CORPORATION shall, upon the surrender to the surviving corporation of his certificate or certificates for said shares of Common Stock for cancellation, be entitled to receive Preferred and Common Stock of the surviving corporation at the rate of seven and five-tenths (7.5) shares of ^{COMMON} Preferred Stock and six and nine-tenths (6.9) shares of ^{Preferred} Common Stock of the surviving corporation for each share of Common Stock so held in SMITH AIRCRAFT CORPORATION.

3. Each issued and outstanding share of Capital Stock of AERONEX, INC., Party of the Second Part, shall be converted into ten (10) shares of ^{COMMON} Preferred Stock and nine (9) shares of ^{Preferred} Common Stock of the surviving corporation, and each holder of shares of Capital Stock of AERONEX, INC. shall, upon the surrender to the surviving corporation of his certificate or certificates for said shares of Capital Stock for cancellation, be entitled to receive Preferred and Common Stock of the surviving corporation at the rate of ten (10) shares of ^{COMMON} Preferred Stock and nine (9) shares of ^{Preferred} Common Stock of the surviving corporation for each share of Capital Stock so held in AERONEX, INC.

ARTICLE IV

By-laws of the Surviving Corporation

The By-laws of SMITH AIRCRAFT CORPORATION, Party of the First Part, as they shall exist on the effective date of this merger, shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended, or repealed, as therein provided.

ARTICLE V

Directors and Officers of the Surviving Corporation

1. The first Board of Directors of the surviving corporation, after the merger ~~provision~~ herein shall become effective, and who shall hold office

until their respective successors have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
L. B. Smith	1600 West 25th Street, Sunset Island No. 1, Miami Beach, Florida
C. R. Smith	Route No. 4, Mechanicsburg, Pennsylvania
R. M. Kolse	2811 Merion Road, Camp Hill, Pennsylvania

2. The names, titles and addresses of the first officers of the surviving corporation, after the merger provided for herein shall become effective, and who shall hold office until their respective successors have been elected and qualified, are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	L. B. Smith	1600 West 25th Street, Sunset Island No. 1, Miami Beach, Florida
First Vice-President	Ben Terry	556 N. E. 69th Street, Miami, Florida
Second Vice-President	C. R. Smith	Route No. 4, Mechanicsburg, Pennsylvania
Secretary	R. M. Kolse	2811 Merion Road, Camp Hill, Pennsylvania
Treasurer	L. B. Smith	Address as above
Assistant Secretary	Ben Terry	Address as above
Assistant Treasurer	R. M. Kolse	Address as above.

ARTICLE VI

Miscellaneous Provisions

1. The first regular meeting of the Board of Directors of the corporation to be held after the date when this Agreement shall become effective, may be called or may convene in the manner provided in the By-laws of the surviving corporation and may be held at the time and place specified in the notice of the meeting.

2. The surviving corporation shall pay all the expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

3. Upon the date when this agreement shall become effective, the

separate existence of AERODEX, INC. shall cease, and the constituent corporation shall be merged into SMITH AIRCRAFT CORPORATION, the surviving corporation, in accordance with the provisions of this agreement. Such corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and 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 the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of AERODEX, INC. shall thenceforth attach to the said surviving corporation and be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said Corporation, according to the terms hereof, the title to any property or rights of said AERODEX, INC. the proper officers and directors of said Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Corporation, and otherwise to carry out the purposes of this Agreement of Merger.

4. The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of AERODEX, INC., Party of the Second Part, and hereby irrevocably

appoints the Secretary of State of the State of Florida as its agent to accept service of process in any action for the enforcement of payment of any such obligations and hereby specifies Hangar No. 2, International Airport, Miami, Florida, as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Florida.

5. This Agreement of Merger shall be filed as required by Section 59 of the General Corporation Law of the State of Delaware and Chapter 612, Florida Statute, 1941, and said merger shall become effective as of the 1st day of August, 1949.

IN WITNESS WHEREOF, the Parties to this Agreement pursuant to authority duly given by their respective Boards of Directors have caused these presents to be executed by a majority of the Directors of each Party hereto, and the Corporate Seal affixed and duly attested thereto, this 30th day of July, 1949.


(Corporate Seal)

Attest:


C. R. Smith, Assistant Secretary

PARTY OF THE FIRST PART


L. B. Smith


C. R. Smith
Being a majority of the Directors
of SMITH AIRCRAFT CORPORATION,
Party of the First Part

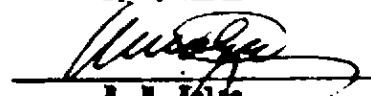
(Corporate Seal)

Attest:


H. M. Kolbe, Secretary

PARTY OF THE SECOND PART


L. B. Smith


H. M. Kolbe
Being a majority of the Directors
of AERONEX, INC.,
Party of the Second Part

CERTIFICATE OF ASSISTANT SECRETARY OF SMITH AIRCRAFT CORPORATION

I, C. R. Smith, Assistant Secretary of SMITH AIRCRAFT CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certify as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof, and having been signed by a majority of the directors of AERODUX, INC., a corporation of the State of Florida, was duly adopted pursuant to Section 50 of the General Corporation Law of Delaware, at a separate meeting of the stockholders of the corporation duly called and convened for the purpose of considering the aforesaid Agreement of Merger.

WITNESS my hand and the seal of said SMITH AIRCRAFT CORPORATION, this 30th day of July, 1949.


C. R. Smith
Assistant Secretary

(Corporate Seal)

CERTIFICATE OF SECRETARY OF AERONEX, INC.

I, E. M. Kelso, Secretary of AERONEX, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify as such secretary, and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of SMITH AIRCRAFT CORPORATION, a corporation of the State of Delaware, was duly adopted pursuant to Chapter 612, Florida Statute, 1941, at a separate meeting of the stockholders duly called and convened for the purpose of considering the aforesaid Agreement of Merger.

WITNESS my hand and the seal of said AERONEX, INC. this 30th day of July, 1949.


E. M. Kelso, Secretary

(Corporate Seal)

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the members of the Board of Directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the laws of the States of Delaware and Florida, and that fact having been certified on said Agreement of Merger by the secretary or assistant secretary of each corporate party thereto, the proper officers of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 30th day of July, 1949.

(Corporate Seal)

Attest:

C. R. Smith
C. R. Smith, Assistant Secretary

SMITH AIRCRAFT CORPORATION
Party of the First Part

By *L. B. Smith*
L. B. Smith, President

By *C. R. Smith*
C. R. Smith, Assistant Secretary

(Corporate Seal)

Attest:

R. M. Kelso
R. M. Kelso, Secretary

ARMONEX, INC.
Party of the Second Part

By *C. R. Smith*
C. R. Smith, Vice-President

By *R. M. Kelso*
R. M. Kelso, Secretary

DISTRICT)
of) SS.
COLUMBIA)

Be it remembered that on this 30th day of July, 1949, personally came before me, *Paul M. Leach*, a Notary Public in and for the District of Columbia aforesaid, L. B. Smith, President of SMITH AIRCRAFT CORPORATION, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said, L. B. Smith, as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed, and agreement of said SMITH AIRCRAFT CORPORATION, that the signatures of said President and Assistant Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Assistant Secretary of said SMITH AIRCRAFT CORPORATION and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Paul M. Leach
Notary Public, D.C.

My Commission expires: *Sept. 1, 1953*

DISTRICT)
of) SS.
COLUMBIA)

Be it remembered that on this 30th day of July, 1949, personally came before me, Pauline M. Laack, a Notary Public in and for the District of Columbia aforesaid, C. R. Smith, Vice-President of AERODUX, INC., a corporation of the State of Florida and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said C. R. Smith as such Vice-President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed, and agreement of said AERODUX, INC., that the signatures of said Vice-President and Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said Vice-President and Secretary of said AERODUX, INC. and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Pauline M. Laack
Notary Public, D. C.

My Commission expires Sept. 1, 1953.

State of Delaware

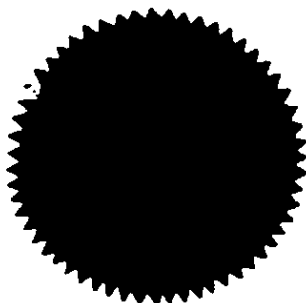


Office of Secretary of State

J. Harris B. McDonald, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger between "AERODEX, INC.", a
corporation organized and existing under the laws of the State of
Florida and "SMITH AIRCRAFT CORPORATION", a corporation organized
and existing under the laws of the State of Delaware, under the
name of "AERODEX, INC.", as received and filed in this office the
first day of August, A.D. 1949, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this first day
of August in the year of our Lord
one thousand nine hundred and forty-nine.



Harris B. McDonald, Jr.

Secretary of State

Asst. Secretary of State

No. ~~XX~~ F - 7950 - b

NAME

AERODEX, INC.

FILED IN THE OFFICE OF
SECRETARY OF STATE
OF FLORIDA

July 30, 1949

R. A. GRAY
SECRETARY OF STATE

BY WT

STATE OF FLORIDA

Certificate Designating an Office, Place of Business, or Domicile, for
the Service of Process within this State and Naming Agent Upon Whom
Process May Be Served.

In pursuance of Section 47.34, Florida Statutes, 1941, the under-
signed hereby certifies:

(name changed to AERODEX, INC.)

That SMITH AIRCRAFT CORPORATION, a corporation duly organized and
existing under the laws of the State of Delaware with its principal place of
business at City of Wilmington, County of New Castle, State of Delaware, has
designated and established Hangar #2, Miami International Airport, City of
Miami, County of Dade, State of Florida, as its place of business or domicile
for the service of process within this State, and named as its agent MR.
BENJAMIN B. TERRY, a resident of the State of Florida, to accept service of
process.

IN WITNESS WHEREOF the undersigned corporation has caused this
certificate to be signed in its corporate name by its duly authorized
officer and its corporate seal to be hereto affixed this 1st day of June,
A.D. 1949.

(Corporate Seal)

SMITH AIRCRAFT CORPORATION

By 
R. M. SMITH, Secretary

The undersigned, having been designated as Agent for the service
of process within the State of Florida upon the above named corporation,
at the place designated in the foregoing certificate, does hereby accept
the appointment as such Agent for said corporation.

Witness my hand and seal this Sixth day of July 1949.


BENJAMIN B. TERRY,
Resident Agent.

RECEIVED
JUL 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM
R. A. GRAY
SECRETARY OF STATE
TALLAHASSEE, FLA.

No. F. 7950-C

Pay Rec. 1950

CORPORATION REPORT AND
TAX RETURN OF

Aerodex Inc

Filed in the office of the Secretary of State
of the State of Florida, this
day of ~~JUL 9 1950~~

A. D. 19 JUL 26 1950

W. E. Gray
Secretary of State.

REC. SEC. - P. L. & R.
PERMIT NO. 8
TALLAHASSEE, FLA.

CHAPTER 14677—ACTS OF 1931—REQUIRING THE FILING OF THIS REPORT— (AS AMENDED)

AN ACT Requiring Corporations Authorized to do Business in the State of Florida, Both Foreign and Domestic, Annually to File with the Secretary of State Certain Reports and to Pay a Certain Tax in the Nature of Filing Fee Thereon.

Section 1. All corporations, except such as are specifically exempt in Section 6 of this Act including those corporations heretofore incorporated under the laws of the State of Florida and those that may hereafter be incorporated under the laws of the State of Florida and all foreign corporations which heretofore have been or may hereafter be authorized to do business in the State of Florida, be and the same are hereby required to file with the Secretary of State on July 1st of each year a sworn report on such form as the Secretary of State shall prescribe, giving the names of the officers and directors and the Post Office address of each, the home office of the corporation, the name and address of the resident agent upon whom service of process may be made, the main line of business engaged in by the corporation, the date of the last meeting of its Board of Directors whether the corporation has been actively engaged in business during the previous twelve months or if its charter powers have been dormant and unused during that period, the number of the shares of the capital stock of such corporation with the par value thereof, the total amount of capital stock and if a foreign corporation the amount of its capital stock allocated for use in the State of Florida, and such other information as may be needed to show if the corporation is active or inactive, and such other information as may be necessary for the Secretary of State to have in carrying out the provisions of this Act.

Section 2. Every corporation required to file reports as provided in Section 1 of this Act shall pay the Secretary of State for the use of the State of Florida, a filing fee or tax according to the schedule set forth in this section, which, however, shall in no instance be less than \$10.00 nor greater than \$1,000.00.

Schedule for Filing Fee

For all corporations with capital stock not exceeding \$10,000.00	10.00
For Capital Stock of over \$10,000.00 and not over \$25,000.00	25.00
For Capital Stock of over \$25,000.00 and not over \$50,000.00	50.00
For Capital Stock of over \$50,000.00 and not over \$100,000.00	75.00
For Capital Stock of over \$100,000.00 and not over \$200,000.00	100.00
For Capital Stock of over \$200,000.00 and not over \$500,000.00	200.00
For Capital Stock of over \$500,000.00 and not over \$1,000,000.00	500.00
For Capital Stock of over \$1,000,000.00 and not over \$2,000,000.00	750.00
For Capital Stock of over \$2,000,000.00	1,000.00

The Capital Stock above mentioned refers to the interest capital represented by shares of stock outstanding.

Section 3. The Secretary of State shall prescribe the form and furnish the blanks upon request to make the annual reports called for in this Act. It shall be the duty of the Secretary of State to examine the reports when received and if the information called for in this Act is given in such reports he shall file the same as information and keep such reports as public records. He shall pay into the State Treasury to be used for such purposes as the Legislature may determine all moneys collected under the provisions of this Act. Such amounts for printing forms, postage, files, and clerical and other expenses found to be actually necessary in carrying out the provisions of this Act is hereby appropriated from such funds not to exceed ten thousand dollars in any one year.

Section 4. The Secretary of State shall cause a notice of the requirement of this Act to be mailed to the last known address of every corporation doing business in the State of Florida which shall fail to file within thirty days after July first, the report called for herein and/or pay the filing fee or tax herein imposed. Every corporation which shall fail to comply with the provisions of this Act within three months after July 1st of each year shall be deemed to be no longer exercising its charter or corporate privilege in this State.

Section 5. Penalty for Failure to File Report. Any corporation failing to comply with the provisions of this law for six months shall not be permitted to maintain any action in any court of this state until such reports are filed and all fees due under this chapter paid.

Section 6. The following shall be exempt from the provisions of this Act: railroad companies, Pullman companies, telephone and telegraph companies, bank and trust companies, building and loan associations, insurance companies, co-operative marketing associations, and corporations not for profit; these corporations and companies so exempt from the operation of this Act being regulated by or paying excise taxes under other provisions of law.

Section 7. Nothing in this Act shall be construed as to apply to a corporation that has been adjudged bankrupt or dissolved by order of the court, however, such corporations shall file a statement with the Secretary of State setting forth their status in this respect but shall not be required to pay a tax.

Section 8. The Secretary of State shall mail statement as required in Section 4 to corporations of record subject to the provisions of this Act, giving notice of the time in which reports must be filed; provided, however, in case of any Florida corporation having been organized less than twelve months prior to July 1st of any year in which the reports are due to be filed and the tax due to be paid and in case of any foreign corporation which has been authorized to do business in Florida for less than twelve months at the time the report is due to be made and the tax is due to be paid, then in that event, the tax due for that year shall be pro-rated according to the number of months the corporation has been in existence or authorized to do business in this State.

Section 9. All statements required to be filed under this Act shall be for the calendar year and where a corporation's fiscal year ends other than the calendar year it shall have ninety days after the ending of its fiscal year in which to file the statement as provided in this Act.

Section 10. Any clause or section of this Act which, for any reason, may be held or declared invalid may be eliminated and the remaining portions thereof shall be and remain in full force and be valid in the same manner and to the same extent as if such invalid clause or section had not been incorporated therein.

Section 11. Any corporation paying the maximum fee herein provided for shall not be required to file any reports whatsoever as required by the provisions of this Act.

Section 12. No par value stock; valuation. In the event the shares of stock of any such corporation shall be no par value, then for the purpose of this law, each share shall be deemed or presumed to have value of at least one hundred dollars per share, which presumption may be overcome by actual proof submitted to the Secretary of State. For the purpose of this law the Secretary of State shall make such investigation as he may consider necessary and increase or decrease the value of no par value stock as he may determine to be correct from the proof submitted; and in so doing the Secretary of State may take into consideration all facts with reference to the fair market value of the stock included, the price for which the stock was sold and the surplus as part of the capital structure.

Approved May 22, 1931.

Corporation Report and Tax Returns
to the
Secretary of State of Florida

As required by Senate Bill No. 734, Laws of Florida, 1931

HON. R. A. GRAY, Secretary of State,
Tallahassee, Florida.

SIR:

In compliance with the law above referred to we submit below information called for, and enclose remittance for \$ 44.38 to pay the tax imposed by said law.

(1) That Aerodex, Inc. a corporation
(Give correct name of corporation)
duly organized and existing under the laws of the State of Delaware
with its principal place of business at Miami International Airport Branch, Dade County.
Insert to whom receipt is to be mailed Box 123, International Airport Branch
of Miami, Florida has designated and established 506 Consolidated Bldg.
(Street or Building)
City of Jacksonville County of Duval State of
Florida, as its place of business or domicile for the service of process within the State, and has
named and does hereby name as its agent The Corporation Company

(2) NAMES AND ADDRESSES OF OFFICERS:

Name	Address
<u>L. B. Smith, President and Treasurer</u>	<u>Fayetteville, Ark.</u>
<u>C. B. Smith, Vice President</u>	<u>Mechanicsburg, Penna.</u>
<u>P. M. Kolac, Secretary</u>	<u>Camp Hill, Penna.</u>
<u>Ben Terry, Vice President</u>	<u>Miami, Florida</u>

(3) NAMES AND ADDRESSES OF DIRECTORS:

Name	Address
<u>L. B. Smith</u>	<u>Same as above</u>
<u>C. B. Smith</u>	<u>Same as above</u>
<u>P. M. Kolac</u>	<u>Same as above</u>

(4) General nature of main business engaged in Aircraft maintenance service, etc.

(5) Date qualified in Florida August 4, 1948.

(See law, on back of this sheet.)

JUL 26 1950
JUL 1 1950

Date Rec. _____

Amt. of Tax 44.38
68.75

Date of last meeting of Board of Directors: Third Tuesday, August, 1949

Is Corporation active? Yes If inactive, state how long _____

Is the purpose of the Corporation to begin operation in the future? _____

CAPITAL STOCK STATEMENT

(6) Total authorized capital stock of said corporation is as follows:

4,000 shares of the par value of \$50.00 each.

_____ shares of no par value.

Issued and outstanding:

1910 shares of the par value of \$50.00 each.

_____ shares of no par value issued at _____ per share.

Total issued amounts to _____ \$ 95,500.00

(7) Number of states doing business in one

(8) Amount of capital stock allocated for use in the State of Florida \$ 95,500.00

Note:—If the amount of allocation shown, is greater than that which you allocated when you qualified, the law requires you to report the increase, and pay additional charter tax. Check this before mailing the report.

Only one report is necessary where more than one year's tax is paid at the time of filing.

Pro rated 218 days x \$75.00

Taxes as per schedule \$ 44.25

(9) We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.

(SEAL)

C. R. Smith
By President or Vice-President

ATTEST:

Secretary

STATE OF Pennsylvania

COUNTY OF Chester

Personally appeared before me C. R. Smith

who deposes and says that he executed this certificate for and in behalf of said corporation, and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 21st day of

June 1950

(SEAL)

Notary Public
(Signature of officer holding commission)
NOTARY PUBLIC

My Commission Expires Feb. 1, 1953

P-7950-d

AERODEX, INC.

Capital Increased to \$95,500.00

Filed in Office Record
of State, of the State of
Florida, this 27th day of
July, 1955

ALL IN
R. M. GRAY
Secretary of State

By *J. T.*

71
July 27, 1955

July 27th 1950

Aerodax, Inc.
P. O. Box 1223
Miami Springs, Florida

Gentlemen:

I enclose herewith a Certificate showing proof of increase in capital employed in Florida by AERODAX, INC., has been duly filed in this office in accordance with Law.

Receipt for \$173.00 showing the payment of the charter tax and filing fee is also enclosed together with receipt for \$68.75 showing the payment of the 1950 corporation tax.

Yours very truly,

Secretary of State.

T/T
Enc.

MAILING ADDRESS:
P. O. BOX 1223
MIAMI SPRINGS,
FLORIDA

C. A. A. APPROVED REPAIR STATION NO. 3612

INCORPORATED

July 19, 1950

Hon. R. A. Gray, Secretary of State
State of Florida
Tallahassee, Florida

Dear Mr. Gray:

In accordance with your letter of July 8 we are attaching hereto Aerodex, Inc. check in the amount of \$197.37 representing additional qualification tax in the amount of \$173.00 and annual tax totaling \$24.37 in addition to the check previously sent for this tax in the amount of \$44.38.

We trust that this will enable you to close the matter.

Yours very truly,

AERODEX, INC.

W. F. L. Fry
W. F. L. Fry
Chief Accountant

WFLF/lc
enc.

MIAMI INTERNATIONAL AIRPORT

★ INTERIORS

★ CONVERSIONS

★ ENGINEERING

★ MAINTENANCE

July 8th 1950

Mr. W. F. L. Fry, Chief Accountant
Aerodex, Inc.
Camp Hill, Pennsylvania

Dear Mr. Fry:

I am in receipt of your letter of the fifth which is in response to a letter I wrote AERODEX, INC., on the first calling to your attention that there appeared to be an increase in your invested capital within the State of Florida as the tax report you forwarded to me showed an allocation of \$95,500.00 and when you qualified in Florida you allocated a capital of \$10,000.00 which is an increase by the sum of \$85,500.00. Apparently you are not familiar with the provisions in the law relating to the qualification of foreign corporations, therefore, I would suggest that you contact your attorney who can inform you on this matter.

~~You are liable for an additional~~
qualification tax in the amount of \$173.00 plus
annual tax of \$75.00.

In this letter I am dealing with a Delaware corporation that qualified in Florida according to my records on July 28, 1949 and not a Florida corporation.

Yours very truly,

Secretary of State.

T/T

MAILING ADDRESS:
P. O. BOX 1223
MIAMI SPRINGS,
FLORIDA

C. A. A. APPROVED REPAIR STATION NO. 3612

INCORPORATED

Reply to: Camp Hill, Penna.
July 5, 1950

Mr. R. A. Gray
Secretary of the State of Florida
Tallahassee, Florida

Dear Sir:

We have received your letter under date of July 1 with respect to the corporation report tax return submitted for this corporation together with a check in the amount of \$44.38.

The computation of the payment in the amount of \$44.38 was arrived at as follows: This corporation was qualified to do business in the State of Florida on August 4, 1949; therefore the tax was pro-rated on the basis of $216/365 \times 75.00$, the tax reflected by the schedule on the return.

This corporation is not to be confused with Aerodex, Inc., Florida Corporation, which filed in prior years and which had a capital stock amounting to \$10,000.00.

We trust that this information will answer your questions; however, should you need further information, please do not hesitate to call upon us. I would appreciate your addressing the writer at Camp Hill, Penna.

Yours very truly,

AERODEX, INC.

W. F. L. Fry
Chief Accountant

WFLP/1000

9550000
1000000
8550000

17900

21

MIAMI INTERNATIONAL AIRPORT

★ INTERIORS

CONVERSIONS

★ ENGINEERING

★ MAINTENANCE

July 1st, 1950

Aerodex, Inc.
P. O. Box 123, International Airport Branch
Miami, Florida

Gentlemen:

I am in receipt of your tax report with a check for \$44.38. I do not know how you figured the tax. The correct amount of tax is \$68.75.

The report also shows an allocation of capital of \$95,500.00 and you have heretofore reported \$10,000.00 which reflects an increase by the sum of \$85,500.00 on which you are due an additional charter tax which will amount to \$171.00, plus \$2.00 filing fee, therefore, you may send me another check for \$197.37.

Yours very truly,

Secretary of State.

T/T

FROM
R. A. GRAY
SECRETARY OF STATE
TALLAHASSEE, FLA.

No. F

7950-E

Date Rec.

1951

**CORPORATION REPORT AND
TAX RETURN OF**

Aerodex, Inc.

Filed in the office of the Secretary of State

of the State of Florida, this
JUN 29 1951

day of

A. D. 19

Secretary of State.

SFC. 603-P. L. & H.
PERMIT NO. 6
TALLAHASSEE, FLA.

CHAPTER 14677—ACTS OF 1931—REQUIRING THE FILING OF THIS REPORT—(AS AMENDED)

AN ACT Requiring Corporations Authorized to do Business in the State of Florida, Both Foreign and Domestic, Annually to File with the Secretary of State Certain Reports and to Pay a Certain Tax in the Nature of Filing Fee Thereon.

Section 1. All corporations, except such as are specifically exempted in Section 6 of this Act including those corporations heretofore incorporated under the laws of the State of Florida and those that may hereafter be incorporated under the laws of the State of Florida and all foreign corporations which heretofore have been or may hereafter be authorized to do business in the State of Florida, be and the same are hereby required to file with the Secretary of State on July 1st of each year a sworn report on such form as the Secretary of State shall prescribe, giving the names of the officers and directors and the Post Office address of each, the home office of the corporation, the name and address of the resident agent upon whom service of process may be made, the main line of business engaged in by the corporation, the date of the last meeting of its Board of Directors whether the corporation has been actively engaged in business during the previous twelve months or if its charter powers have been dormant and unused during that period, the number of the shares of the capital stock of such corporation with the par value thereof, the total amount of capital stock and if a foreign corporation the amount of its capital stock allocated for use in the State of Florida, and such other information as may be needed to show if the corporation is active or inactive, and such other information as may be necessary for the Secretary of State to have in carrying out the provisions of this Act.

Section 2. Every corporation required to file reports as provided in Section 1 of this Act shall pay to the Secretary of State for the use of the State of Florida a filing fee or tax according to the schedule set forth in this section which, however, shall in no instance be less than \$10.00 nor greater than \$1,000.00.

Schedule for Filing Fees

For all corporations with capital stock not exceeding \$10,000.00	\$ 10.00
For Capital Stock of over \$10,000.00 and not over \$25,000.00	25.00
For Capital Stock of over \$25,000.00 and not over \$50,000.00	50.00
For Capital Stock of over \$50,000.00 and not over \$100,000.00	75.00
For Capital Stock of over \$100,000.00 and not over \$200,000.00	100.00
For Capital Stock of over \$200,000.00 and not over \$500,000.00	200.00
For Capital Stock of over \$500,000.00 and not over \$1,000,000.00	500.00
For Capital Stock of over \$1,000,000.00 and not over \$2,000,000.00	750.00
For Capital Stock over \$2,000,000.00	1,000.00

The Capital Stock above mentioned refers to the invested capital represented by shares of stock outstanding.

Section 3. The Secretary of State shall prescribe the form and furnish the blanks upon request to make the annual reports called for in this law. The Secretary of State shall examine the reports when received and if the information called for is given in such reports he shall file the same as information and keep such reports as public records. He shall pay into the state treasury to be used for such purposes as the Legislature may determine all moneys collected under the provisions of this law. Such amounts for printing form, postage, files, clerical and other expenses found to be actually necessary in carrying out the provisions of this law are appropriated from such funds not to exceed fifteen thousand dollars annually.

Section 4. The Secretary of State shall cause a notice of the requirements of this Act to be mailed to the last known address of every corporation doing business in the State of Florida which shall fail to file within thirty days after July first, the report called for herein and/or pay the filing fee or tax herein imposed. Every corporation which shall fail to comply with the provisions of this Act within three months after July 1st of each year shall be deemed to be no longer exercising its charter of corporate privilege in this State.

Section 5. Any corporation failing to comply with the provisions of this Act for six months shall forfeit its corporate and charter privileges and shall not be permitted to maintain any action in any court in this State until such reports are filed and all fees due hereunder paid. On January first of each year the Secretary of State shall make up a list of the corporations of record in his office which have failed to comply with the provisions of this Act and shall mail a copy of such lists to the Clerk of the Circuit Courts, and Civil Courts of Record, the Circuit Judges and the Justices of the Peace of this State.

Section 6. The following shall be exempt from the provisions of this Act: railroad companies, Pullman companies, telephone and telegraph companies, bank and trust companies, building and loan associations, insurance companies, co-operative marketing associations and corporations not for profit; these corporations and companies so exempt from the operation of this Act being regulated by paying excise taxes under other provisions of law.

Section 7. Nothing in this Act shall be construed as to apply to a corporation that has been adjudged bankrupt or dissolved by order of the court, however, such corporations shall file a statement with the Secretary of State setting forth their status in this respect but shall not be required to pay a tax.

Section 8. The Secretary of State shall mail statement as required in Section 4 to corporations of record subject to the provisions of this Act, giving notice of the time in which reports must be filed; provided, however, in case of any Florida corporations having been organized less than twelve months prior to July 1st of any year in which reports are due to be filed and the tax due to be paid and in case of any foreign corporation which has been authorized to do business in Florida for less than twelve months at the time the report is due to be made and the tax is due to be paid, then in that event, the tax due for that year shall be pro-rated according to the number of months the corporation has been in existence or authorized to do business in this State.

Section 9. All statements required to be filed under this law shall be for the calendar year and shall be due to be filed on July first of such year and the tax payable thereon shall be due to be paid at that time.

Section 10. Any clause or section of this Act which, for any reason, may be held or declared invalid may be eliminated and the remaining portions thereof shall be and remain in full force and be valid in the same manner and to the same extent as if such invalid clause or section had not been incorporated therein.

Section 11. Any corporation paying the maximum fee herein provided for shall not be required to file any reports whatsoever as required by the provisions of this Act.

Section 12. In the event the shares of stock of any such corporations should be no par value, then for the purpose of this Act, each share shall be deemed or presumed to have value of at least \$100.00 per share, which presumption may be overcome by actual proof submitted to the Secretary of State. For the purpose of this Act the Secretary of State is hereby authorized to make such investigation as he may consider necessary and to increase or decrease the value of no-par value stock as he may determine to be correct from the proof submitted.

Approved May 28, 1931.

MAILING ADDRESS:
P. O. BOX 123
INTERNATIONAL AIRPORT BRANCH
MIAMI, FLORIDA

C. A. A. APPROVED REPAIR STATION NO. 3812

INCORPORATED

June 27, 1951

Mr. R. A. Gray
Secretary of State
Tallahassee, Florida

Dear Sir:

Enclosed please find Corporate Stock Tax Return for
1951, together with our check for \$75.00, in payment
of the tax due.

Yours very truly,

AERODEX, INC.



Neil D. Mac Millan
Comptroller

NDM:ten

Corporation Report and Tax Returns

to the

Secretary of State of Florida

As required by Senate Bill 734, Chap. 14677 (as amended) Laws of Florida, 1931

Date Rec.

Amt. Rec.

Amt. of Tax

HON. R. A. GRAY, Secretary of State,
Tallahassee, Florida.

SIR:

In compliance with the law above referred to we submit below information called for and
enclose remittance for \$ 75.00 to pay the tax imposed by said law.

(1) That Keredex, Inc. a corporation
(Give correct name of corporation)

duly organized and existing under the laws of the State of Delaware
with its principal place of business at Miami Dade County.
Insert to whom receipt is to be mailed R. M. Kolze, c/o Aerodex, Inc., Camp Hill, Penna.
of _____, has designated and established 508 Consolidated Bldg.
(Street or Building)
City of Jacksonville Duval State of
Florida, as its place of business or domicile for the service of process within the State, and has
named and does hereby name as its agent The Corporation Company

(2) NAMES AND ADDRESSES OF OFFICERS:

Name _____

Address

L. B. Smith, President & Treasurer Fayetteville, Ark.

C. R. Smith, Vice President Mechanicsburg, Penna.

Ben Terry, Vice President & Asst. Sec., Miami, Florida

R. M. Kolts, Sec. & Asst. Treas. Camp Hill, Penna.

(3) NAMES AND ADDRESSES OF DIRECTORS:

Name _____

Address

L. B. Smith Fayetteville, Ark.

B. M. Kolve..... Camp Hill, Penna.

C. R. Smith Mechanicsburg, Penna.

(4) General nature of main business engaged in: aircraft maintenance and service,...

(6) Date qualified in Florida 8-4-49

(See how, on back of this sheet.)

Date of last meeting of Board of Directors: August 15, 1950

Is Corporation active? Yes If inactive, state how long

Is the purpose of the Corporation to begin operation in the future?

CAPITAL STOCK STATEMENT

(6) Total authorized capital stock of said corporation is as follows:

4,000 shares of the par value of 50.00 each.

shares of no par value.

Issued and outstanding:

1,910 shares of the par value of 50.00 each.

shares of no par value issued at per share.

Total issued amounts to \$ 95,500.00

(7) Number of states doing business in

(8) Amount of capital stock allocated for use in the State of Florida \$ 95,500.00

NOTE: If the amount shown as allocated capital reflects an increase over the amount you have heretofore reported, the law directs, that you report such increase and pay an additional qualification tax, which has no relation to annual tax.

Taxes as per schedule \$ 75.00

(9) We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.

(SEAL)

By C. R. Smith Vice President.

ATTEST:

M. S. Smith
Secretary.

STATE OF FLORIDA

COUNTY OF DADE

Personally appeared before me

P. L. Smith Vice President

who deposes and says that he executed this certificate for and in behalf of said corporation, and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this

21st

day of

JUNE, 1951

(SEAL)

[Signature]
(Signature of officer taking acknowledgment)

No. XX F - 7950 - f

NAME

AERODEX, INC.

FILED IN THE OFFICE OF
SECRETARY OF STATE
OF FLORIDA

3-29-52

R. A. GRAY
SECRETARY OF STATE

BY VF

STATE OF FLORIDA

Certificate Designating an Office, Place of Business, or Domicile, for the Service of Process within this State and Naming Agent Upon Whom Process May Be Served.

In pursuance of Section 47.34, Florida Statutes, 1941, the undersigned hereby certifies:

That AERODEX, INC.

a corporation duly organized and existing under the laws of the State of Delaware

with its principal place of business at City of Miami County of Dade State of Florida

has designated and established Room 508, Consolidated Building, East Bay Street, City of Jacksonville 2, County of Duval, State of Florida, as its place of business or domicile for the service of process within this State, and named as its agent The Corporation Company, a corporation duly organized and existing under the laws of the State of Florida, to accept service of process.

IN WITNESS WHEREOF the undersigned corporation has caused this certificate to be signed in its corporate name by its duly authorized officer and its corporate seal to be hereto affixed this 28th day of February A. D. 19 52

♦(Corporate Seal)

AERODEX, INC.

By [Signature]

The undersigned, having been designated as Agent for the service of process within the State of Florida upon the above named corporation, at the place designated in the foregoing certificate, does hereby accept the appointment as such Agent for said corporation.

IN WITNESS WHEREOF, The name and seal of the said Resident Agent is herewith affixed this 28th day of March A.D. 19 52

(Corporate Seal)

THE CORPORATION COMPANY

By [Signature]

Assistant Secretary.

WM H ROGERS
CD TOWERS
CC BAILEY
F B JAMES
HY JONES
E H NORTON
WR BLACKARD
LR BARTER
CD TOWERS, JR
UT MILLER
WC ANDERSON

ROGERS, TOWERS & BAILEY

ATTORNEYS AT LAW
CONSOLIDATED BUILDING
JACKSONVILLE 2, FLA.

March 28th, 1952

Hon. R. A. Gray
Secretary of State
Tallahassee, Florida

RE: AKRODEX, INC.

Dear Sir:

We are enclosing resident agent certificate for the above company together with check payable to your order in the sum of \$1.00.

Will you please file this certificate, advising us when same has been done and letting us have receipt for filing fee paid.

Thanking you, we are

Yours very truly,

Rogers, Towers & Bailey

ZW
Encls.

RECEIVED
1952 MAR 29 AM 9:29
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No. F. 7753-6

Date Received 1952

CORPORATION REPORT AND
TAX RETURN OF

Aerodex, Inc.

Filed in the office of the Secretary of State
of the State of Florida, this JUL 2 1952
day of

A. D. 19-----

Secretary of State.

FROM
R. A. GRAY
SECRETARY OF STATE
TALLAHASSEE, FLA.

The Corporation Company
AERODEX, INC.
508 Consolidated Building
Jacksonville, Florida

REC. 346-PLA.
FEBRUARY NO. 6
TALLAHASSEE, FLA.

12 3 AM 3 JUN 52

No. F. 7753-6

Date Received 1952

CORPORATION REPORT AND
TAX RETURN OF

Aerodex, Inc.

Filed in the office of the Secretary of State
of the State of Florida, this JUL 2 1952
day of

A. D. 19

Secretary of State.

FROM
R. A. GRAY
SECRETARY OF STATE
TALLAHASSEE, FLA.

SEC. 344-PL&R
PERMIT NO. 6
TALLAHASSEE, FLA.

The Corporation Company
AERODEX, INC.
508 Consolidated Building
Jacksonville, Florida

JUL 3 AM 6 21

(DO NOT DETACH)

ANNUAL CORPORATION CAPITAL STOCK TAX LAW

610.07. Annual report of corporation; contents. — All corporations, including those heretofore incorporated under the laws of this state and those that may hereafter be incorporated and all foreign corporations which have heretofore been or may hereafter be authorized to do business in this state, except railroad companies, pullman companies, telephone and telegraph companies, banking and trust companies, building and loan associations, insurance companies, cooperative marketing associations and corporations not for profit, are required to file with the Secretary of State on July 1st of each year a sworn report on such form as the Secretary of State shall prescribe, giving the names of the officers and directors and the post office address of each, the home office of the corporation, the name and address of the resident agent upon whom service of process may be made, the main line of business engaged in by the corporation, the date of the last meeting of its board of directors, whether the corporation has been actively engaged in business during the previous twelve months or if its charter powers have been dormant and unused during that period, the number of the shares of the capital stock of such corporations with the par value thereof, the total amount of capital stock and if a foreign corporation the amount of its capital stock allocated for use in the State of Florida, and such other information as may be needed to show if the corporation is active or inactive, and such other information as may be necessary for the Secretary of State to have in carrying out the provisions of this law.

610.08. Schedule of filing fees.—Every corporation required to file reports as aforesaid shall pay to the Secretary of State for the use of the State of Florida, a filing fee or tax according to the schedule set forth in this section, which, however, shall in no instance be less than ten dollars nor greater than one thousand dollars.

SCHEDULE FOR FILING FEES

For all corporations with capital stock not exceeding \$10,000.00	\$ 10.00
For capital stock of over \$10,000.00 and not over \$25,000.00	25.00
For capital stock of over \$25,000.00 and not over \$50,000.00	50.00
For capital stock of over \$50,000.00 and not over \$100,000.00	75.00
For capital stock of over \$100,000.00 and not over \$200,000.00	100.00
For capital stock of over \$200,000.00 and not over \$300,000.00	200.00
For capital stock of over \$300,000.00 and not over \$1,000,000.00	500.00
For capital stock of over \$1,000,000.00 and not over \$2,000,000.00	750.00
For capital stock of over \$2,000,000.00	1,000.00

The capital stock above mentioned refers to the invested capital represented by shares of stock outstanding.

610.09. Duties of Secretary of State.—The Secretary of State shall prescribe the form and furnish the blanks upon request to make the annual reports called for in this law. The Secretary of State shall examine the reports when received and if the information called for is given in such reports he shall file the same as information and keep such reports as public records. He shall pay into the State Treasury to be used for such purposes

as the legislature may determine all moneys collected under the provisions of this law. Such amounts for printing form, postage, files, clerical and other expenses found to be actually necessary in carrying out the provisions of this law are appropriated from such funds not to exceed Fifteen Thousand Dollars annually.

610.10. Mailing of notices to corporation.—The Secretary of State shall cause a notice of the requirement of this law to be mailed to the last known address of every corporation doing business in the State of Florida which shall fail to file within thirty days after July first, the report called for in this chapter or pay the filing fee of tax imposed. Every corporation which shall fail to comply with the provisions of this law within three months after July 1st of each year shall be deemed to be no longer exercising its charter or corporate privilege in this state; provided, however, in case of any Florida corporations having been organized less than twelve months prior to July 1st of any year in which the reports are due to be filed and the tax due to be paid and in case of any foreign corporation which has been authorized to do business in Florida for less than twelve months at the time the report is due to be made and the tax is due to be paid, then in that event, the tax due for that year shall be pro rated according to the number of months the corporation has been in existence or authorized to do business in this state.

610.11. Penalty for failure to file report.—Any corporation failing to comply with the provisions of this law for six months shall not be permitted to maintain or defend any action in any court of this state until such reports are filed and all fees due under this chapter paid.

610.12. Bankrupt and dissolved corporations.—Nothing in this law shall be construed as to apply to a corporation that has been adjudged bankrupt or dissolved by order of the court, however, such corporations shall file a statement with the Secretary of State setting forth their status in this respect but shall not be required to pay a tax.

610.13. Period to be covered by statement.—All statements required to be filed under this law shall be for the calendar year and shall be due to be filed on July first of such year and the tax payable thereon shall be due to be paid at that time.

610.14. Corporations paying maximum fee.—Any corporation paying the maximum fee provided for in this chapter shall not be required to file any reports whatsoever as required by the provisions of this law.

610.15. No par value stock; valuation.—In the event the shares of stock of any such corporation shall be no par value, then for the purposes of this law, each share shall be deemed or presumed to have a value of at least one hundred dollars per share, which presumption may be overcome by actual proof submitted to the Secretary of State. For the purposes of this law the Secretary of State shall make such investigation as he may consider necessary and increase or decrease the value of no par value stock as he may determine to be correct; and in so doing the Secretary of State may take into consideration all facts tending to show the fair market value of the stock including the sale price of the stock, the amount of the surplus of the corporation and such other pertinent facts as he may deem advisable.

TELEPHONE 88-5257

MAILING ADDRESS:
P. O. BOX 123
INTERNATIONAL AIRPORT BRANCH
MIAMI, FLORIDA

C. A. A. APPROVED REPAIR STATION, NO. 3812

INCORPORATED

Camp Hill, Penna.
June 23, 1952

State of Florida
Secretary of State
Tallahassee, Florida

ATTENTION: Hon. R. A. Gray
Secretary of State

RE: Corporation Report and Tax Return

Gentlemen:

We are enclosing herewith corporation report of this corporation due on July 1, 1952 together with our check in the amount of \$75.00 representing the tax due as computed.

We trust that this will be satisfactory.

Yours very truly,

AERODEX, INC.

W. F. L. Fry
W. F. L. Fry
Chief Accountant

XFLF/lc
enc.

MIAMI INTERNATIONAL AIRPORT

☆ INTERIORS

☆ CONVERSIONS

☆ ENGINEERING

☆ MAINTENANCE

(DO NOT DETACH)

Form F.C.T.R.—For Foreign Corporations.

Corporation Report and Tax Returns
to the
Secretary of State of Florida

As required by Senate Bill No. 734, Laws of Florida, 1931

HON. R. A. GRAY, Secretary of State,
Tallahassee, Florida.
SIR:

JUL 2 1952

Date Rec.

Amt. of Tax

In compliance with the law above referred to we submit below information called for and enclose remittance for \$.....75.00.....to pay the tax imposed by said law.

(1) That Aerodex, Inc...... a corporation
(Give correct name of corporation)

duly organized and existing under the laws of the State of Delaware
with its principal place of business at Miami International Airport,.....Dade..... County.
Insert to whom receipt is to be mailed Aerodex, Inc., Camp Hill, Penna.
of Miami, Florida....., has designated and established 508 Consolidated Bldg.
(Street or Building)
City of Jacksonville....., County of Duval....., State of
Florida, as its place of business or domicile for the service of process within the State, and has
named and does hereby name as its agent Joe Corporation Company.....

(2) NAMES AND ADDRESSES OF OFFICERS:

Name	Address
<u>L. E. Smith, President & Treasurer</u>	<u>Fayetteville, Ark.</u>
<u>G. R. Smith, Vice President</u>	<u>Mechanicsburg, Penna.</u>
<u>R. M. Kolae, Secretary</u>	<u>Camp Hill, Penna.</u>

(3) NAMES AND ADDRESSES OF DIRECTORS:

Name	Address
<u>L. E. Smith</u>	<u>Fayetteville, Ark.</u>
<u>G. R. Smith</u>	<u>Mechanicsburg, Penna.</u>
<u>R. M. Kolae</u>	<u>Camp Hill, Penna.</u>

(4) General nature of main business engaged in Aircraft Maintenance Service, etc.

(5) Date qualified in Florida July 28, 1949.

(See copy of law printed herein).

Date of last meeting of Board of Directors FEBRUARY 15, 1952
Is Corporation active? YES If inactive, state how long
Is the purpose of the Corporation to begin operation in the future?

CAPITAL STOCK STATEMENT

(6) Total authorized capital stock of said corporation is as follows:

..... 4,000 shares of the par value of 50.00 each.
..... shares of no par value.

Issued and outstanding:

..... 1,910 shares of the par value of 50.00 each.
..... shares of no par value issued at per share.

Total issued amounts to \$ 95,500.00

(7) Number of states doing business in 022

(8) Amount of capital stock allocated for use in the State of Florida \$ 95,500.00

Note:—If the amount of allocation shown, is greater than that which you allocated when you qualified, the law requires you to report the increase, and pay additional charter tax. Check this before making the report.

Only one report is necessary where more than one year's tax is paid at the time of filing.

Taxes as per schedule \$ 25.00

(9) We, the undersigned, certify the above statement of facts to be true and correct as shown by our books.

(SEAL)

.....
By President or Vice-President

ATTEST:

.....
Secretary

STATE OF ~~MISSISSIPPI~~ PENNSYLVANIA

COUNTY OF CUMBERLAND

Personally appeared before me E. B. Solih

who deposes and says that he executed this certificate for and in behalf of said corporation, and that the statement herein contained is true and correct to the best of his knowledge and belief.

Sworn to and subscribed before me this 28th day of

June 1952

(SEAL)

.....
NOTARY PUBLIC
My Commission Expires Feb. 1, 1953