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November 15, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Tomcat Air, Ltd. LLP into Martin-Premier I, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

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AMENDMENTS	
☐	Amendment
☐	Resignation of RA Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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☐	Other

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MARTIN-PREMIER I, LLC, A NON-QUALIFIED NORTH CAROLINA ENTITY

into

TOMCAT AIR, LTD., LLP, a Florida entity A00000000917

File date: November 16, 2001

Corporate Specialist: Trevor Brumbley

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ARTICLES OF MERGER
OF
TOMCAT AIR, LTD., LLP,
a Florida limited liability limited partnership
and
MARTIN-PREMIER I, LLC,
a North Carolina limited liability company

The undersigned entities, in accordance with the North Carolina Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986), hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Entities. The names of the constituent business entities that are parties to the Merger and these Articles of Merger are Tomcat Air, LTD., LLP, a Florida limited liability limited partnership, Florida Registration No. A00000000917 (the "Surviving Limited Partnership") and Martin-Premier I, LLC, a North Carolina Limited Liability Company, North Carolina Registration No. 0591097 (the "Merged Limited Liability Company").

ARTICLE II. Surviving Limited Partnership. The business entity that will survive the Merger is TOMCAT AIR, LTD., LLP, a Florida limited liability limited partnership, which shall continue under its present name and is located at 15900 Gulf Boulevard, Redington Beach, Florida 33708.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. General Partner's Consent. Written consent of the general partner of the Surviving Limited Partnership has been obtained pursuant to Section 620.202(2), Florida Statutes.

ARTICLE V. Effective Date. The date the merger shall become effective (the "Effective Date") shall be later of the date the Articles of Merger have been duly filed with the Florida Department of State or the North Carolina Secretary of State. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such acts or actions as may be necessary to effectuate this merger.

ARTICLE VI. Adoption. The Plan of Merger was duly adopted by all of the partners of the Surviving Limited Partnership by unanimous written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 620, and no statement as to the rights of dissenting partners pursuant to Section 620, Florida Statutes, is required. The Plan of Merger was duly adopted by the Sole Member of the Merged Limited Liability Company by unanimous written action of even date herewith as required by the applicable laws of the State of North Carolina and no statement as to the rights of dissenting members pursuant to North Carolina Statutes or Florida Statutes is required.

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IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger as of November 9, 2001.

MARTIN-PREMIER I, LLC
By: Tomcat Air, Ltd., LLP,
Member

By: 
Thomas A. Sansone
General Partner

TOMCAT AIR, LTD., LLP

By: 
Thomas A. Sansone
General Partner

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PLAN OF MERGER

This PLAN OF MERGER (the "Plan") is made and entered into as of 9th day of November, 2001 by and between Martin-Premier I, LLC, a North Carolina limited liability company (the "Merged Limited Liability Company") and Tomcat Air, LTD., LLP, a Florida limited liability limited partnership (the "Surviving Limited Partnership").

Recitals

A. The Merged Limited Liability Company and the Surviving Limited Partnership desire to adopt a plan of merger within the meaning of Section 708 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of effecting a merger and continuation of the Merged Limited Liability Company for the purpose of effecting a merger of business entities pursuant to the North Carolina Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986).

B. The Merged Limited Liability Company desires to merge and combine with the Surviving Limited Partnership in order to expand its business and further its purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger:

1. Plan of Merger. On the Effective Date of the merger specified herein, Martin-Premier I, LLC, a North Carolina limited liability company shall merge with and into Tomcat Air, LTD., LLP, a Florida limited liability limited partnership, in accordance with the merger laws of the States of Florida and North Carolina. Tomcat Air, LTD., LLP, shall continue to exist under the laws of the State of Florida as the surviving limited liability limited partnership (the "Surviving Limited Partnership") and the separate existence of Martin-Premier I, LLC, a North Carolina limited liability company (the "Merged Limited Liability Company") shall terminate on the Effective Date of the merger.

2. Certificate of Limited Partnership. The Certificate of Limited Partnership of the Surviving Limited Partnership shall not differ from its Certificate of Limited Partnership before the merger and shall not be changed by virtue of the merger.

3. Limited Partnership Agreement. The Limited Partnership Agreement of the Surviving Limited Partnership in

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THE NINTH JUDICIAL CIRCUIT
FLORIDA

effect on the Effective Date of the merger shall be the Limited Partnership Agreement of the Surviving Limited Partnership until amended in accordance with law, or as specified in the Certificate of Limited Partnership or the Limited Partnership Agreement.

4. Effective Date of the Merger. The date the merger shall become effective (the "Effective Date") shall be later of the date the Articles of Merger have been duly filed with the Florida Department of State or the North Carolina Secretary of State. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such acts or actions as may be necessary to effectuate this merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Management; Principal Office. As of the Effective Date of the merger, the Surviving Limited Partnership will continue to be managed by its General Partner. The address of the principal office of the Surviving Limited Partnership will continue to be 15900 Gulf Boulevard, Redington Beach, Florida 33708.

6. Effect of Merger. On the Effective Date of the merger the separate existence of the Merged Limited Liability Company shall cease. As provided by the North Carolina Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act (1986), the Surviving Limited Partnership shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Limited Liability Company and be subject to all the restrictions, disabilities and duties of each such business entity; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Limited Liability Company shall be taken and deemed to be transferred to and vested in the Surviving Limited Partnership without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Limited Liability Company shall not revert or in any way be impaired by reason of such merger. The Surviving Limited Partnership shall henceforth be responsible and liable for all liabilities and obligations of the Merged Limited Liability Company; and any claim existing or action or proceeding pending by or against the Merged Limited Liability Company may be prosecuted as if such merger had not taken place, or the Surviving Limited Partnership may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Limited Liability Company shall be impaired by such merger.

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7. Name and Business Address of General Partner. The name and business address of the General Partner of the Surviving Limited Partnership are Thomas A. Sansone, 15900 Gulf Boulevard, Redington Beach, Florida 33708.

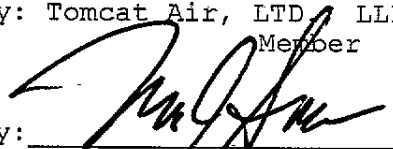
8. Conversion of Interests. On the Effective Date of the merger, each member interest in the Merged Limited Liability Company and the rights to acquire interests, shares, obligations or securities in the Merged Limited Liability Company shall be cancelled due to the fact that the Surviving Limited Partnership owns all of the membership interests of the Merged Limited Liability Company. On the Effective Date of the merger, the partnership interests in the Surviving Limited Partnership and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Partnership shall not be converted or exchanged in any manner, but each said partnership interest, and each right to acquire interests, shares, obligations, or securities which is issued as of the Effective Date of the merger shall continue to represent the same partnership interest, or right to acquire interests, shares, obligations or securities of the Surviving Limited Partnership.

9. Further Assurances. If, at any time, the General Partner of the Surviving Limited Partnership shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers or authorized representative of the Merged Limited Liability Company as of the Effective Date of the merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The Sole Member of the Merged Limited Liability Company and the General Partner of the Surviving Limited Partnership may amend this Plan of Merger or abandon the merger, prior to the filing of the Articles of Merger with the Florida Department of State and the North Carolina Secretary of State.

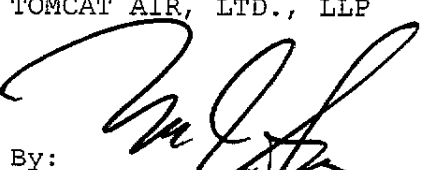
IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

MARTIN-PREMIER I, LLC
By: Tomcat Air, LTD., LLP,
Member

By: 
Thomas A. Sansone
General Partner

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TOMCAT AIR, LTD., LLP

By: 
Thomas A. Sansone
General Partner

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