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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Sky Way Aircraft, Inc. (Nevada)

FILED
03 JUN 27 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1103, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (if known/applicable)
Sky Way Aircraft Inc.	Nevada	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/applicable)
SWYC Acquisition Corp.	Florida	

Third: The Plan of Merger is attached.

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

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 20, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 20, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

RELAX GROUP OF COMPANIES (212) 716-1501 JUN 26 03 06:12P

RELAX GROUP OF COMPANIES (212) 716-1501 JUN 26 03 06:58P

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Search: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual Title

AWYC Acquisition Corp.

James Kalini, President

Skykway Aircraft Inc.

Jay C. Koval V.P.

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Atlas Group of Companies (212) 718-1501

JUN 15 12 08:12P

P.3

Atlas Group of Companies (212) 718-1501

JUN 16 2003 1:45PM

P.3

Atlas Group of Companies (212) 718-1501

JUN 28 03 08:58P

ATTACHMENT

Third:

1. On the effective date of the merger (the "Merger"). SWYC Acquisition Corp. ("Acquisition Corp.") shall be merged with and into Sky Way Aircraft, Inc. ("SkyWay") and, in connection therewith:

(a) Except to the extent provided or permitted by the Florida General Corporation Law ("FGCL") or Nevada Revised Statutes ("NRS"), the separate existence of Acquisition Corp. shall cease and terminate, and SkyWay shall continue as the surviving corporation and as a wholly-owned subsidiary of SkyWay Communications Holding Corp. ("SWYC") (SkyWay as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation");

(b) all of the rights, privileges, immunities, powers, franchises and authority (both public and private) of SkyWay and Acquisition Corp. shall vest in the Surviving Corporation;

(c) all of the assets and property of SkyWay and Acquisition Corp. of every kind, nature and description (real, personal and mixed and both tangible and intangible) and every interest therein, wheresoever located, including, without limitation, all debts or other obligations belonging or due to SkyWay or Acquisition Corp., all claims and all causes of action, shall be, and be deemed to be, vested, absolutely and unconditionally, in the Surviving Corporation; and

(d) all debts and obligations of SkyWay or Acquisition Corp., all rights of creditors of SkyWay or Acquisition Corp. and all liens or security interests encumbering any of the property of SkyWay or Acquisition Corp. shall be vested in the Surviving Corporation and shall remain in full force and effect without modification or impairment and shall be, and be deemed to be, enforceable against the Surviving Corporation and its assets and properties with the same full force and effect as if such debts, obligations, liens or security interests had been originally incurred or created by the Surviving Corporation in its own name and for its own behalf. Without limiting the generality of the foregoing, Surviving Corporation specifically assumes all continuing obligations which SkyWay or Acquisition Corp. would otherwise have to indemnify its officers and directors, to the fullest extent currently provided in the Surviving Corporation's Certificate of Incorporation, By-Laws and pursuant to the FGCL, with respect to any and all claims arising out of actions taken or omitted by such officers and directors prior to the Effective Date.

2. Without limiting the generality of the provisions of Section 1 hereof and/or the succession provisions of applicable law, the officers and directors of SkyWay last in office shall (to the extent they, or any of them, possess and/or may exercise the power to do so) execute, deliver and/or record such deeds and/or other instruments of transfer and/or conveyance, and take or cause to be taken, such other and further actions, as the case may be, as shall be reasonably requested by SkyWay or its legal counsel, to vest, perfect, confirm, implement the transfer of, or establish in the name, on behalf or for the account or the benefit of SkyWay, title to, and/or possession of, any or all of the assets, property, property interests, rights, privileges, immunities, powers and franchises owned and/or exercisable by Acquisition Corp. (or in which

Acquisition Corp. had an interest and/or the power to exercise immediately prior to the Effective Date) and which was vested, or intended to be vested, in SkyWay pursuant to the provisions of this Agreement and the Merger.

3. On and as of the Effective Date:

(a) The Certificate of Incorporation of SkyWay on such date in full force and effect shall be the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended, modified, terminated or rescinded in the manner provided by the NRS, which rights of alteration, amendment, modification, termination and/or rescission are hereby expressly reserved by SkyWay.

(b) The By-Laws of SkyWay on such date in full force and effect shall be the By-Laws of the Surviving Corporation, until the same shall be altered, amended, modified, terminated or rescinded in the manner provided in the Certificate of Incorporation of SkyWay and/or the NRS, which rights of alteration, amendment, modification, termination and/or rescission are hereby expressly reserved by SkyWay; and

(c) The members of the Board of Directors of the Surviving Corporation shall be the directors of SkyWay immediately prior to the Effective Date, who shall hold such office as provided in the By-Laws of SkyWay and/or the NRS. The officers of the Surviving Corporation shall be the former officers of SkyWay, who shall hold office as provided in the By-Laws of SkyWay.

Fourth:

(a) On the Effective Date, all of the outstanding shares of SkyWay Common Stock shall be converted and exchanged into 1,000,000 shares of Series B Convertible Preferred Stock, \$.0001 par value of SWYC; and all of the outstanding Sky Way Preferred Stock shall be converted and exchanged into 1,000,000 shares of Series A Convertible Preferred Stock, \$.0001 par value of SWYC.

(b) On the Effective Date, each outstanding option and warrant of SkyWay which is exercisable into shares of SkyWay Common Stock shall become an outstanding option and warrant of SWYC exercisable into shares of the SWYC Common Stock with the right to purchase the same number of shares at the same exercise price, with the same expiration date and subject to the same other terms and conditions.

(c) each issued and outstanding share of the capital stock of Acquisition Corp. shall be converted into and become one fully paid and nonassessable share of Common Stock of the Surviving Corporation.

(d) The shares of the SWYC Common Stock and SWYC Preferred Stock to be issued to the SkyWay shareholders or to other third parties as contemplated by Section 15 of this Agreement shall be deemed to be "restricted securities" as defined by Rule 144(a)(3) under the Securities Act of 1933, as amended (the "Securities Act"). The certificates evidencing such shares shall bear the following restrictive legend:

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"The shares evidenced by this certificate have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be sold or otherwise transferred unless registered under the Securities Act or there is an opinion from counsel to the company that such sale or other transfer may be made pursuant to an exemption from the registration requirement of the Securities Act."