

F96000000273

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Requestor's Name
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Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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CORPORATION(S) NAME

Aerocar Aviation Corp. and
Aerocar Parts, Inc.
merging into: Kellstrom Industries, Inc.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of F.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AEROCAR AVIATION CORP., a Florida corporation, M15605

AEROCAR PARTS, INC., a Florida corporation, V44669

into

KELLSTROM INDUSTRIES, INC., a Delaware entity F96000000273

File date: December 29, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
of
AEROCAR AVIATION CORP.,
a Florida corporation
and
AEROCAR PARTS, INC.,
a Florida corporation
into
KELLSTROM INDUSTRIES, INC.,
a Delaware corporation

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

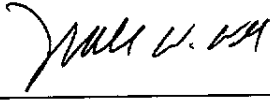
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Kellstrom Industries, Inc., a Delaware corporation ("Kellstrom"), does hereby deliver the following Articles of Merger:

- FIRST: The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Aerocar Aviation Corp., a Florida corporation ("Aerocar Aviation"), Aerocar Parts, Inc., a Florida corporation ("Aerocar Parts"), and Kellstrom. Kellstrom is the surviving corporation in the Merger.
- SECOND: A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.
- THIRD: The Plan of Merger was adopted by the Board of Directors of Kellstrom on May 17, 1999 and shareholder approval was not required.
- FOURTH: The Plan of Merger was adopted by the sole director of each of Aerocar Aviation and Aerocar Parts on December 16, 1999 and shareholder approval was not required.


FIFTH: The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida, in accordance with the provisions of Section 607.1106 of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 28th day of December, 1999.


KELLSTROM INDUSTRIES, INC.,
a Delaware corporation

By: 
Michael W. Wallace
Chief Financial Officer and Secretary

AEROCAR AVIATION CORP.,
a Florida corporation

By: 
Michael W. Wallace
Vice President, Treasurer and
Assistant Secretary

AEROCAR PARTS, INC.,
a Florida corporation

By: 
Michael W. Wallace
Vice President, Treasurer and
Assistant Secretary

PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted as of the 16th day of December, 1999.

RECITALS

The Board of Directors of Kellstrom Industries, Inc., a Delaware corporation ("Parent"), has determined that it is advisable and in the best interest of Parent and Aerocar Aviation Corp. and Aerocar Parts, Inc., both Florida corporations and wholly-owned subsidiaries of Parent (together the "Merging Subsidiaries"), that the Merging Subsidiaries be merged (the "Merger") with and into Parent on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

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

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Certificate of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Parent, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

C. At the Effective Time, the officers and directors of Parent shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of stock of the Merging Subsidiaries (the "Merging Subsidiary Stock") which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

B. At the Effective Time, each share of Merging Subsidiary Stock held in treasury shall be canceled and extinguished.

C. At the Effective Time, each right to acquire shares of Merging Subsidiary Stock, to the extent that any such right exists, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV

Effect of Merger

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

ARTICLE V

Effective Time

As used herein, the term "Effective Time" shall mean the time of filing of the Articles of Merger with the Secretary of State of the State of Florida and of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, which filings the officers of Parent shall effect at such time as shall be determined by the officer filing the same to be necessary or appropriate.

ARTICLE VI

Amendment, Modification and Termination

The Board of Directors of Parent may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

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