

F98000004859

Florida Department of State
Division of Corporations
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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

AIRCRAFT 24209, INC.

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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(effective 12-31)

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 26, 2003

AIRCRAFT 24209, INC.
401 N. TRYON ST.
NC1-021-02-20
CHARLOTTE, NC 28255

SUBJECT: AIRCRAFT 24209, INC.
REF: F98000004859

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

AIRCRAFT 23345, INC., which is one of the merging corporations, was administratively dissolved on September 19, 2003 and must be reinstated before it can be merged. A reinstatement application along with a reinstatement fee of \$750 must be submitted. The merger can be resubmitted after the corporation has been reinstated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: E03000341667
Letter Number: 203A00068800

FILED
03 DEC 24 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12-31-03

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------|---------------------|
| Aircraft 24209, Inc. | Delaware |

SECOND: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------|---------------------|
| Aircraft 20622, Inc. | Delaware |
| Aircraft 20624 & 20626, Inc. | Delaware |
| Aircraft 53624, Inc. | Delaware |
| Aircraft 20627 Inc. | Delaware |
| Aircraft 23772, Inc. | Delaware |
| Aircraft 23830, Inc. | Delaware |
| Aircraft 23922, Inc. | Delaware |
| Aircraft 24355, Inc. | Delaware |
| Aircraft 24356, Inc. | Delaware |
| Aircraft 24472, Inc. | Delaware |
| Aircraft 24837, Inc. | Delaware |
| Aircraft 25262, Inc. | Delaware |
| Aircraft 347, Inc. | Delaware |
| Aircraft 46095, Inc. | Delaware |
| Aircraft 49368, Inc. | Delaware |
| Aircraft 53015, Inc. | Delaware |
| Aircraft 53623, Inc. | Delaware |
| Aircraft 23345, Inc. | Florida |

THIRD: The Plan of Merger is attached as Exhibit A hereto.

FOURTH: The merger shall become effective on December 31, 2003.

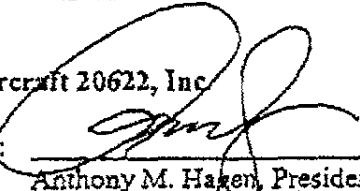
FIFTH: The Plan of Merger was adopted by the shareholder of the surviving corporation on 23rd day of December, 2003.

SIXTH: The Plan of Merger was adopted by the shareholder of each of the merging corporations on 23rd day of December, 2003.

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 23rd day of December, 2003.

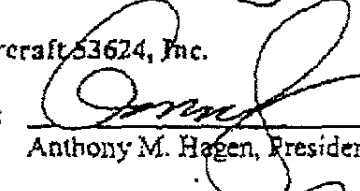
Aircraft 20622, Inc.

By: 
Anthony M. Hagen, President

Aircraft 20624 & 20626, Inc.

By: 
Anthony M. Hagen, President

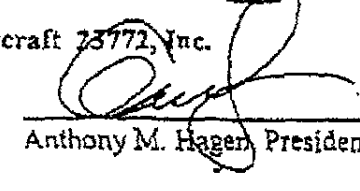
Aircraft 53624, Inc.

By: 
Anthony M. Hagen, President

Aircraft 20627 Inc.

By: 
Anthony M. Hagen, President

Aircraft 23772, Inc.

By: 
Anthony M. Hagen, President

Aircraft 23830, Inc.

By: 
Anthony M. Hagen, President

Aircraft 23922, Inc.

By: 

Anthony M. Hagen, President

Aircraft 24355, Inc.

By: 

Anthony M. Hagen, President

Aircraft 24356, Inc.

By: 

Anthony M. Hagen, President

Aircraft 24472, Inc.

By: 

Anthony M. Hagen, President

Aircraft 24837, Inc.

By: 

Anthony M. Hagen, President

Aircraft 25263, Inc.

By: 

Anthony M. Hagen, President

Aircraft 347, Inc.

By: 

Anthony M. Hagen, President

Aircraft 46095, Inc.

By: 

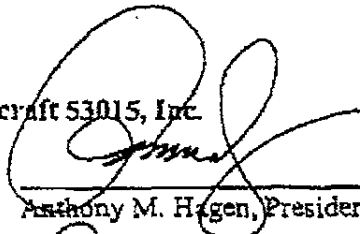
Anthony M. Hagen, President

Aircraft 49368, Inc.

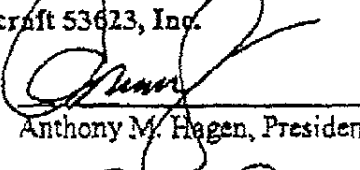
By: 

Anthony M. Hagen, President

Aircraft 53015, Inc.

By: 
Anthony M. Hagen, President

Aircraft 53623, Inc.

By: 
Anthony M. Hagen, President

Aircraft 23345, Inc.

By: 
Anthony M. Hagen, President

Aircraft 24209, Inc.

By: 
Anthony M. Hagen, President

EXHIBIT A

STATE OF FLORIDA

PLAN OF MERGER

MERGING:

Aircraft 20622, Inc.,
Aircraft 20624 & 20626, Inc.,
Aircraft 53624, Inc.,
Aircraft 20627 Inc.,
Aircraft 23772, Inc.,
Aircraft 23830, Inc.,
Aircraft 23922, Inc.,
Aircraft 24355, Inc.,
Aircraft 24356, Inc.,
Aircraft 24472, Inc.,
Aircraft 24837, Inc.,
Aircraft 25262, Inc.,
Aircraft 347, Inc.,
Aircraft 46095, Inc.,
Aircraft 49368, Inc.,
Aircraft 53015, Inc.,
Aircraft 53623, Inc.

and

Aircraft 23345, Inc.

Into

Aircraft 24209, Inc.

Pursuant to this Plan of Merger, Aircraft 20622, Inc., Aircraft 20624 & 20626, Inc., Aircraft 53624, Inc., Aircraft 20627 Inc., Aircraft 23772, Inc., Aircraft 23830, Inc., Aircraft 23922, Inc., Aircraft 24355, Inc., Aircraft 24356, Inc., Aircraft 24472, Inc., Aircraft 24837, Inc., Aircraft 25262, Inc., Aircraft 347, Inc., Aircraft 46095, Inc., Aircraft 49368, Inc., Aircraft 53015, Inc., Aircraft 53623, Inc. and Aircraft 23345, Inc. (the Merging Corporations), shall be merged ("Merger") with and into Aircraft 24209, Inc.

The Merger shall be in accordance with the following terms and conditions:

FIRST: The name and jurisdiction of each merging entity are as follow:

| | |
|------------------------------|----------|
| Aircraft 20622, Inc. | Delaware |
| Aircraft 20624 & 20626, Inc. | Delaware |
| Aircraft 53624, Inc. | Delaware |
| Aircraft 20627 Inc. | Delaware |

| | |
|----------------------|----------|
| Aircraft 23772, Inc. | Delaware |
| Aircraft 23830, Inc. | Delaware |
| Aircraft 23922, Inc. | Delaware |
| Aircraft 24355, Inc. | Delaware |
| Aircraft 24356, Inc. | Delaware |
| Aircraft 24472, Inc. | Delaware |
| Aircraft 24837, Inc. | Delaware |
| Aircraft 25262, Inc. | Delaware |
| Aircraft 347, Inc. | Delaware |
| Aircraft 46095, Inc. | Delaware |
| Aircraft 49368, Inc. | Delaware |
| Aircraft 53015, Inc. | Delaware |
| Aircraft 53623, Inc. | Delaware |
| Aircraft 23345, Inc. | Florida |

SECOND: The name and jurisdiction of the surviving entity is as follows:

| | |
|----------------------|----------|
| Aircraft 24209, Inc. | Delaware |
|----------------------|----------|

THIRD: The Articles of Incorporation of Aircraft 24209, Inc. in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

FOURTH: Additional terms and conditions of the Merger are as follows:

(a) The bylaws of Aircraft 24209, Inc. as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Aircraft 24209, Inc. shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective on December 31, 2003 or on such other date and time as the officers of Aircraft 24209, Inc. shall deem appropriate.

FIFTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of common stock of Aircraft 24209, Inc. issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of common stock of the Merging Corporations issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

SIXTH: This Plan of Merger may be terminated and abandoned by action of the Sole Director of Aircraft 24209, Inc. at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of the Merging Corporations at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of the Merging Corporations are to be transferred to and become the property of Aircraft 24209, Inc., the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership.

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

On this 23rd day of December, 2003.

Aircraft 20622, Inc.

By: 
Anthony M. Hagen, President

Attest: 
Christine Costamagna, Secretary

Aircraft 20624 & 20626, Inc.

By: 
Anthony M. Hagen, President

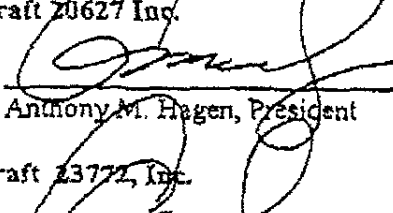
Attest: 
Christine Costamagna, Secretary

Aircraft 53624, Inc.

By: 
Anthony M. Hagen, President

Attest: 
Christine Costamagna, Secretary

Aircraft 20627 Inc.

By: 
Anthony M. Hagen, President

Attest: 
Christine Costamagna, Secretary

Aircraft 23772, Inc.

By: 
Anthony M. Hagen, President

Attest: 
Christine Costamagna, Secretary

Aircraft 23830, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 23922, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 24355, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 24356, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 24472, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 24837, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 25262, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 347, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 46095, Inc.

By: [Signature]
Anthony M. Hagen, President

Attest: [Signature]
Christine Costamagna, Secretary

Aircraft 49368, Inc.

By: 

Anthony M. Hagen, President

Attest: 

Christine Costamagna, Secretary

Aircraft 53015, Inc.

By: 

Anthony M. Hagen, President

Attest: 

Christine Costamagna, Secretary

Aircraft 53623, Inc.

By: 

Anthony M. Hagen, President

Attest: 

Christine Costamagna, Secretary

Aircraft 23345, Inc.

By: 

Anthony M. Hagen, President

Attest: 

Christine Costamagna, Secretary

Aircraft 74209, Inc.

By: 

Anthony M. Hagen, President

Attest: 

Christine Costamagna, Secretary