

H13929

Sumstate Research
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FILED
 01 FEB - 1 PM 1:14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Advance Aviation Services, Inc
 (Corporation Name) (Document #)
2. ✓
 (Corporation Name) (Document #)
3. World Fuel Services Corporation
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time _____
 Mail out Will wait Photocopy
 Certified Copy Certificate of State

RECEIVED
 01 FEB - 1 AM 10:36
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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W. COULLETTE FEB 0 1 2001

Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCE AVIATION SERVICES, INC., a Florida corporation, M81309

INTO

WORLD FUEL SERVICES CORPORATION, a Florida entity, H13929

File date: February 1, 2001

Corporate Specialist: Cheryl Coulliette

FILED
01 FEB - 1 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), ADVANCE AVIATION SERVICES, INC., a Florida corporation (the "Merged Company"), and WORLD FUEL SERVICES CORPORATION, a Florida corporation (the "Surviving Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger dated January 30, 2001 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and incorporated herein by reference thereto.

2. The Plan of Merger was approved and adopted by the unanimous consent of the Board of Directors and by the sole shareholder of the Merged Company on January 30, 2001, and was approved and adopted by the unanimous consent of the Board of Directors of the Surviving Company on January 30, 2001. Approval of the Plan of Merger by the shareholders of the Surviving Company is not required.

IN WITNESS WHEREOF, the parties have set their hands as of January 30, 2001.

ADVANCE AVIATION SERVICES, INC. a
Florida corporation

By: Carlos Abadiza
Name: Carlos Abadiza
Title: VP of Finance

ATTEST:

[Signature]
(Corporate Seal)

WORLD FUEL SERVICES CORPORATION, a
Florida corporation

By: Carlos Abadiza
Name: Carlos Abadiza
Title: VP of Finance

ATTEST:

[Signature]
(Corporate Seal)

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of January 30, 2001, is entered into by and between WORLD FUEL SERVICES CORPORATION, a Florida corporation (the "Surviving Company"), and ADVANCE AVIATION SERVICES, INC., a Florida corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the sole shareholder and board of directors of the Merged Company have determined that it would be in the best interest of such company and that it would be advisable for such company, and the board of directors of the Surviving Company has determined that it would be in the best interest of such company and that it would be advisable for such company, for the Merged Company to merge with and into the Surviving Company, in accordance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The sole shareholder of the Merged Company is the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Section 607.1101 of the Florida Business Corporation Act (the "Florida Act") and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date that the Articles of Merger are deemed filed under the Florida Act (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. Upon the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving Company until amended in the manner provided by law; and (c) the officers and directors of the Surviving Company shall remain and continue as the officers and directors of the Surviving Company until their successors are duly elected and qualified.

5. Conversion of Shares. Upon the Effective Date, each share of common stock of the Merged Company ("Advance Aviation Services, Inc. Common Stock"), issued and outstanding immediately prior to the Effective Date shall be cancelled. The shares of common stock, par value \$0.01 per share, of the Surviving Company (the "Surviving Company Shares") shall remain issued and outstanding as the capital stock of the Surviving Company.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Executed Plan of Merger. The executed Plan of Merger will be on file at the office of the Surviving Company, located at 700 S. Royal Poinciana Blvd., Suite #800, Miami Springs, FL 33166. Upon request and without cost, the Surviving Company agrees to furnish to any stockholder of the Constituent Corporations a copy of the Plan of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be amended or waived at any time prior to the Effective Date by the mutual consent of the Surviving Company and the Merged Company, by action taken by the Board of Directors of such party; provided that after the vote of the sole shareholder of the Merged Company, this Plan of Merger may be amended or modified in whole or in part only so long as such amendment or modification is made in accordance with the Florida Act.

9. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both corporations.

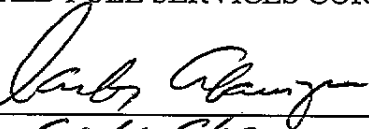
10. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

11. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

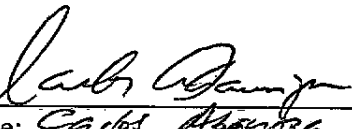
THE SURVIVING COMPANY:

WORLD FUEL SERVICES CORPORATION

By: 
Name: Carlos Abaniza
Title: VP of Finance and CFO

THE MERGED COMPANY:

ADVANCE AVIATION SERVICES, INC.

By: 
Name: Carlos Abaniza
Title: VP of Finance and CFO

**UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
WORLD FUEL SERVICES CORPORATION**

The undersigned, being all of the Directors of World Fuel Services Corporation, a Florida corporation (the "Surviving Company"), hereby consent to the taking of the following actions and the adoption, approval, certification and acknowledgement of the following resolutions without a meeting in accordance with the procedures of the Florida Business Corporation Act (the "FBCA"), such actions and resolutions to have the same force and effect as though duly adopted and approved at a meeting of the board of directors of the Surviving Company duly called and legally held:

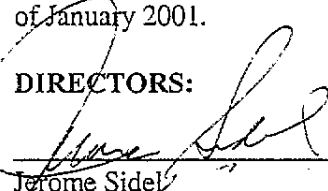
WHEREAS, the undersigned believe it to be in the best interest of the Surviving Company to effectuate the merger of Advance Aviation Services, Inc., a Florida Corporation (the "Company") with and into the Surviving Company, with the Surviving Company remaining as the surviving corporation, and to adopt and approve the following resolutions by the unanimous vote of the Directors of the Surviving Company in accordance with the FBCA:

RESOLVED, that the Surviving Company is hereby authorized to take such action as may be required to effectuate the merger of the Company into the Surviving Company, with the Surviving Company remaining as the surviving corporation in accordance with the laws of the State of Florida and pursuant to the terms and conditions set out in that certain "Plan of Merger" in the form attached as Exhibit "A" hereto; and

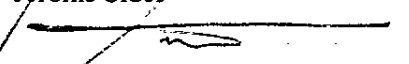
FURTHER RESOLVED, that any officer of the Surviving Company, be and is hereby authorized and empowered to execute the Articles of Merger and Plan of Merger, and to cause same to be filed with the Department of State of the State of Florida and to take such other actions as may be necessary on behalf of the Surviving Company in order to effectuate said merger of the Company into the Surviving Company.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, this 30th day of January 2001.

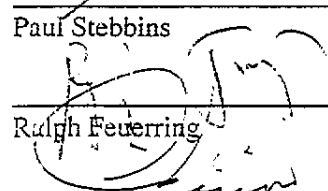
DIRECTORS:



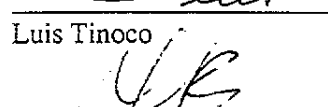
Jerome Sidel



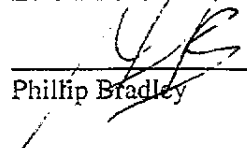
Paul Stebbins



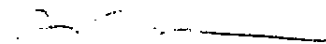
Ralph Feuerring



Luis Tinoco



Phillip Bradley



John Benbow



Jerald Blair



Michael Kasbar



Myles Klein

**UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS AND
SOLE SHAREHOLDER OF
ADVANCE AVIATION SERVICES, INC.**

The undersigned, being all of the Directors and Sole Shareholder of Advance Aviation Services, Inc., a Florida corporation (the "Company"), hereby consent to the taking of the following actions and the adoption, approval, certification and acknowledgement of the following resolutions without a meeting in accordance with the procedures of the Florida Business Corporation Act (the "FBCA"), such actions and resolutions to have the same force and effect as though duly adopted and approved at a meeting of the board of directors and shareholders of the Company duly called and legally held:

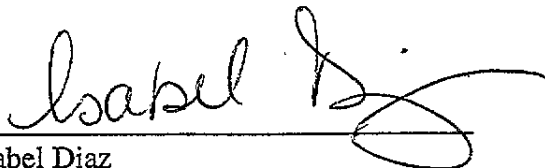
WHEREAS, the undersigned believe it to be in the best interest of the Company to merge with and into Advance Petroleum, Inc. (the "Surviving Company"), with the Surviving Company remaining as the surviving corporation, and to adopt and approve the following resolutions by unanimous vote in accordance with the FBCA:

RESOLVED, that the Company is hereby authorized to take such action as may be required to effectuate the merger of the Company into the Surviving Company, with the Surviving Company remaining as the surviving corporation in accordance with the laws of the State of Florida and pursuant to the terms and conditions set out in that certain "Plan of Merger" in the form attached as Exhibit "A" hereto; and

FURTHER RESOLVED, that Carlos Abaunza, Vice President of Finance and Chief Financial Officer of the Company, be and is hereby authorized and empowered to execute the Articles and Plan of Merger, and to cause same to be filed with the Department of State of the State of Florida and to take such other actions as may be necessary on behalf of the Company in order to effectuate said merger of the Company into the Surviving Company.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, this 30th day of January 2001.

DIRECTORS:



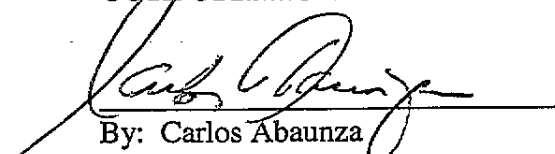
Isabel Diaz



Phillip Bradley

SOLE SHAREHOLDER:

**WORLD FUEL SERVICES
CORPORATION**



By: Carlos Abaunza
Title: Vice President of Finance and
Chief Financial Officer