

CAPITAL CONNECTION, INC.

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FILED
01 AUG -9 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

EXPIRATION DATE

9/30/01

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG -9 AM 10:30

NOT REQUIRED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC AVIATION LEASING, INC., a Florida corporation P97000060552

INTO

CLASSIC ACT, INC., a Florida entity, H69263

File date: August 9, 2001, effective September 3, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
01/31/01

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING ATLANTIC AVIATION LEASING, INC.
WITH AND INTO CLASSIC ACT, INC.**

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes §607.1105:

1. The names and jurisdiction of incorporation of all parties to the merger are the following:

Atlantic Aviation Leasing, Inc.	-	Florida
Classic Act, Inc.	-	Florida

2. The Surviving Company of the merger is CLASSIC ACT, INC.

3. The Agreement and Plan of Merger attached to these Articles of Merger as **Exhibit A** was approved in the name and on behalf of each of the parties to the merger.

4. The Agreement and Plan of Merger was adopted by the shareholders of ATLANTIC AVIATION LEASING, INC. on August 1, 2001 and by the shareholders of CLASSIC ACT, INC. on August 1, 2001.

5. The merger shall be effective upon September 3, 2001 or the filing and acceptance of these Articles of Merger by the Secretary of State of Florida, if later.

6. All conditions precedent to the effectiveness of the Agreement and Plan of Merger have occurred.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the constituent corporations this 1st day of August, 2001.

SURVIVING COMPANY (CLASSIC ACT, INC.)

By: Edward P. Doherty
Edward P. Doherty, President

By: Byron N. Thompson, Jr.
Byron N. Thompson, Jr., Secretary

MERGED COMPANY (ATLANTIC AVIATION
LEASING, INC.)

By: Edward P. Doherty
Edward P. Doherty, President

By: Byron N. Thompson, Jr.
Byron N. Thompson, Jr., Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of August, 2001, by Edward P. Doherty, a person known to me, as President of Surviving Company, a Florida corporation, on behalf of the corporation.

Jane W. Wilkinson
NOTARY PUBLIC

My commission expires:

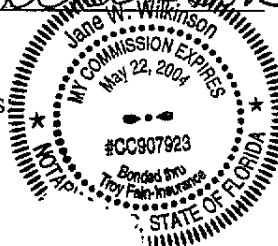


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of August, 2001 by Edward P. Doherty, a person known to me, as President of the Merged Company, a Florida corporation, on behalf of the corporation.

Jane W. Wilkinson
NOTARY PUBLIC

My commission expires:



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated August 1, 2001, is by and between ATLANTIC AVIATION LEASING, INC., a Florida corporation (Merged Company), and CLASSIC ACT, INC., a Florida corporation (Surviving Company).

The authorized capital stock of Merged Company consists of 7,500 shares of common stock, \$1.00 par value per share (the "Merged Company Stock"), 100 shares of which are issued and outstanding and owned by Atlantic Marine Holding Company.

The authorized capital stock of Surviving Company consists of 7,500 shares of common stock, \$1.00 par value per share (the "Surviving Company Stock"), 7,500 shares of which are issued and outstanding and owned by Atlantic Marine Holding Company.

The parties hereto intend to cause a merger (the "Merger") of Merged Company into Surviving Company, pursuant to which shares of Merged Company Stock will be cancelled as more fully set forth herein and Surviving Company will be the surviving corporation.

In consideration of the terms, conditions and mutual covenants contained in this Agreement, the parties hereto agree as follows:

1. Stockholder Approval; Effectiveness of Merger. This Agreement shall be submitted to the stockholders of Merged Company and Surviving Company (the "Constituent Corporations") as provided by the applicable laws of the State of Florida. If this Agreement is duly authorized and adopted by the requisite votes or written consents of the stockholders and is not terminated and abandoned pursuant to the provisions of Section 7 hereof, Articles of Merger shall be executed and delivered to the Secretary of State of the State of Florida in accordance with the laws of the State of Florida as soon as practicable after the last approval of the stockholders. The merger shall become effective on September 3, 2001 or upon the filing and acceptance of these Articles of Merger with the Secretary of State, if later, such date being herein sometimes called the "Effective Date".

2. Terms of the Merger. On the Effective Date, Merged Company shall be merged into Surviving Company, the separate existence of Merged Company shall cease, and Surviving Company shall continue in existence as the Surviving Company under the name of "CLASSIC ACT, INC."

3. Purposes of Merger. The statutory merger of the above-named corporations, pursuant to the provisions of §368(a)(1) of the Internal Revenue Code, is based in part on the simplification of business records and tax paperwork, and the elimination of duplicate work and expenses in the administration and accounting of the above-named corporations. The availability of greater working capital will also be beneficial to both corporations. Further, the Merged Company will be able to carry on its combined business more efficiently and effectively, with greater resources, and with a better opportunity to benefit their combined lines of business.

4. Certificate of Incorporation; By-Laws, Etc.

(a) From and after the Effective Date, the Articles of Incorporation of Surviving Company as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Company until duly amended in accordance with law.

(b) From and after the Effective Date and until thereafter amended as provided by law, the By-Laws of Surviving Company as in effect immediately prior to the Effective Date shall be and continue to be the By-Laws of the Surviving Company.

(c) From and after the Effective Date and until the next annual meeting of the shareholders of the Surviving Company, the officers and directors of the Surviving Company, each with an address of 8500 Heckscher Drive, Jacksonville, Florida 32226, shall be as follows:

Officers:

President	-	Edward P. Doherty
Secretary/Treasurer	-	Byron N. Thompson, Jr.

Directors:

Edward P. Doherty
Byron N. Thompson, Jr.

5. Manner and Basis of Converting Shares. On the Effective Date of the Merger:

(a) Each share of Merged Company Stock then authorized, issued and outstanding, by virtue of the merger, and without any action on the part of the holder thereof, shall be cancelled and retired and cease to exist.

(b) No new shares of stock are being issued in this merger since the sole shareholder of Merged Company and the sole shareholder of Surviving Company are identical and such sole shareholder shall continue to be the sole shareholder of the Surviving Company.

6. Stock Certificates. The stock transfer books for Merged Company Stock shall be deemed to be closed on the Effective Date and no transfer of the then outstanding shares of Merged Company Stock shall thereafter be made on such books.

7. Termination. Notwithstanding favorable action on the merger by the stockholders of either or both Constituent Corporations, this Agreement may be terminated at any time prior to the Effective Date and the merger abandoned by the Board of Directors of either of the Constituent Corporations.

8. Amendments. The parties hereby by mutual consent of the respective Boards of Directors, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of the Constituent Corporations.

9. Miscellaneous.

(a) This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterpart shall together constitute but one and the same instrument.

(b) If at any time any of the parties hereto shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the parties shall as of the Effective Date execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by its Board of Directors, has caused this Agreement to be executed by its President and Secretary.

SURVIVING COMPANY (CLASSIC ACT, INC.)

By: Edward P. Doherty
Edward P. Doherty, President

By: Byron N. Thompson, Jr.
Byron N. Thompson, Jr., Secretary

MERGED COMPANY (ATLANTIC AVIATION
LEASING, INC.)

By: Edward P. Doherty
Edward P. Doherty, President

By: Byron N. Thompson, Jr.
Byron N. Thompson, Jr., Secretary