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Division of Corporations

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H89116

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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Fax Number : (850) 922-4000

From:

Account Name : ARSENAULT & REARDON

Account Number : 075350000225

Phone : (813) 584-1199

Fax Number : (813) 586-1071

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MERGER OR SHARE EXCHANGE

SOUTHERN AVIATION AND MARINE CORPORATION

Certificate of Status	1
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Page Count	04
Estimated Charge	\$78.75

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03/04/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation,  
H89116

INTO

**SOUTHERN AVIATION & MARINE - DE, INC..** a Delaware corporation not  
qualified in Florida

File date: March 4, 1999

Corporate Specialist: Darlene Connell

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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Division of Corporations  
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From:  
Account Name : ARSENAULT & REARDON  
Account Number : 075350000225  
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Fax Number : (813) 586-1071

**MERGER OR SHARE EXCHANGE**

**SOUTHERN AVIATION AND MARINE CORPORATION**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 4, 1999

SOUTHERN AVIATION AND MARINE CORPORATION  
455 N. INDIAN ROCS ROAD  
BELLEAIR BLUFFS, FL 33770US

SUBJECT: SOUTHERN AVIATION AND MARINE CORPORATION  
REF: H89116

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6906.

Darlana Connell  
Corporate Specialist

FAX Aud. #: H99000005173  
Letter Number: 999A00009992

H99000005173 2

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation  
WITH AND INTO  
SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation ("Southern") and SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation ("Delaware") execute these Articles of Merger and state as follows:

1. The Plan and Agreement of Merger of SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation with and into SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation, whereby SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation shall be the surviving corporation, is attached hereto as Exhibit "A" and by this reference made a part hereof (the "plan of Merger").
2. The Plan of Merger was adopted and approved by the unanimous written consent of the shareholders of SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation on February 15, 1999.
3. The Plan of Merger was adopted and approved by the unanimous written consent of the shareholders of SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation on February 15, 1999.
4. The merger contemplated hereby will be effective at 12:01 AM on February 20, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be verified, executed and acknowledged in duplicate on February 15, 1999.

SOUTHERN AVIATION AND MARINE CORPORATION  
a Florida Corporation  
Disappearing Corporation

By:

David M. Veltman, Its President

Attest:

Greg D. Veltman, Its Secretary

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

SOUTHERN AVIATION & MARINE - DE, INC.,  
a Delaware Corporation, Surviving Corporation

By:

Greg D. Veltman, Its President

Attest:

Greg D. Veltman, Its Secretary

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of February, 1999, by Greg D. Veltman, the President and Secretary of SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation, on behalf of and as the act of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

KENNETH G. ARSENAULT, JR.  
Notary Public, State of Florida  
My comm. exp. Dec. 21, 2002  
Comm. No. CC798681

Notary Public:  
My commission expires:

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of February, 1999, by David M. Veltman, the President and Greg D. Veltman, the Secretary of SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation, on behalf of and as the act of said corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.

Notary Public:  
My commission expires:

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H99000005173 2  
Kenneth G. Arsenault, Jr.  
10225 Ulmerton Rd., Suite 2  
Largo, FL 33771  
727-584-1199 FEN# 264334

KENNETH G. ARSENAULT, JR.  
Notary Public, State of Florida  
My comm. exp. Dec. 21, 2002  
Comm. No. CC798681

H99000005173 2

Exhibit "A"

**PLAN AND AGREEMENT OF MERGER OF  
SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation  
WITH AND INTO  
SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation**

This Plan and Agreement of Merger (the "Agreement"), dated February 15, 1999, is entered into by and between SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation and SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged. The two corporations (sometimes hereinafter collectively referred to as the "Constituent Corporations") agree as follows:

Section 1- Parties: Compliance with State Law.

1.01 Surviving Corporation. SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation is the corporation which will survive the merger ("Merger") provided for in this Agreement and will be referred to as the "Surviving Corporation".

1.02 Disappearing Corporation. The separate existence of SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation will cease on the effective date of the Merger set forth in Section 2.01 (the "Effective Date"). SOUTHERN AVIATION AND MARINE CORPORATION, a Florida corporation will be referred to as the "Disappearing Corporation".

1.03 Compliance with State Law. This Merger is permitted and shall be governed by the laws of the States of Florida and Delaware which are the jurisdictions under which both of the Constituent Corporations are respectively organized.

Section 2 - Merger: Effective Date.

2.01 Effective Date. The Merger will be effective at 12:01 AM on February 20, 1999. That date is hereinafter referred to as the "Effective Date".

2.02 Merger. As of the Effective Date, the Disappearing Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation shall continue to be organized and existing under the laws of the State of Delaware as a corporation pursuant to Section 252 of the General Corporation Law of the State of Delaware. The effects of the Merger are as provided in this Agreement, the Florida Statutes, the Delaware Statutes, and other applicable law. It is the intent of each of the Constituent Corporations that the Merger shall qualify as a tax free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3- Corporate Matters.

3.01 Capital Stock.

(a) Prior to the Effective Date, the number of authorized shares of capital stock of the Disappearing Corporation is 7500 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding.

(b) Prior to the Effective Date, the number of authorized shares of capital stock of the Surviving Corporation is 1000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding.

H99000005173 2

(c) On the Effective Date, the number of authorized shares of capital stock of the Disappearing Corporation shall be completely cancelled, and the authorized shares of the capital stock of the Surviving Corporation shall be 1000 shares of common stock, par value \$1.00 per share.

**3.02 Director Approval.** The Board of Directors of each of the Constituent Corporations adopted and approved this Agreement by unanimous written consents dated February 20, 1999, in accordance with the provisions of Section 607.0821 and 607.1101 of the Florida Statutes and Section 252 of the General Corporation Law of the State of Delaware.

**3.03 Shareholder Approval.** The consummation of the Merger and this Agreement is expressly subject to the approval of the Shareholders of each of the Constituent Corporations, which approval is anticipated to be obtained by the execution of unanimous written consents of the Shareholders of each of the Constituent Corporations immediately subsequent to the execution of the unanimous written consents of the directors of each of the Constituent Corporations on February 20, 1999, in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Statutes and Section 252 of the General Corporation Law of the State of Delaware.

**3.04 Articles of the Surviving Corporation.** The Articles of the Surviving Corporation at the Effective Date will be the Articles of the Surviving Corporation until amended in accordance with the provisions thereof and the Florida Statutes.

**3.05 Bylaws of the Surviving Corporation.** The Bylaws of the Surviving Corporation at the Effective Date will be the Bylaws of the Surviving Corporation until amended in accordance with the provisions thereof and the Delaware Statutes.

**3.06 Exchange of Shares and Mode of Effective Merger.** As of the Effective Date, one share of stock in the Surviving Corporation shall be issued for each issued and outstanding shares of stock of the Disappearing Corporation, such that a total of 100 shares of stock in the Surviving Corporation shall be issued for all of the issued and outstanding shares of stock of the Disappearing Corporation. After the Effective Date, each holder of an outstanding certificate or certificate therefor representing shares of stock in the Disappearing Corporation shall surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee shall be entitled to receive certificates representing one (1) share of stock in the Surviving Corporation for every one (1) shares of stock in the Disappearing Corporation previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Date represented shares of stock in the Disappearing Corporation shall be deemed and treated for all corporate purposes to represent the ownership of one (1) share of stock in the Surviving Corporation. No other cash, shares, securities or obligations shall be distributed or issued upon conversion of shares of stock of the Disappearing Corporation.

#### Section 4 - Other Terms and Conditions.

**4.01 Termination.** This Agreement may be terminated and abandoned at any time before it is filed with the Department of State of the State of Florida and the Secretary of State, Division of Corporations of the State of Delaware (a) by the mutual consent of the Constituent Corporations, acting through their respective Board of Directors or (b) by any of the Constituent Corporations, if any, action or proceeding before any court or governmental body or agency has been instituted or is threatened to be instituted to restrain or prohibit the Merger.

**4.01 Further Assurances.** The Disappearing Corporation shall, as and when requested by the Surviving Corporation, execute and deliver, or cause to be executed and delivered, all deeds and other instruments, and take, or cause to be taken, any further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation, title to and possession of all property, rights, privileges, powers and franchises of the Disappearing Corporation and otherwise

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to carry out the intent and purpose of this Agreement.

4.03 Controlling Law: Entire Agreement; Construction. The validity, interpretation and performance of this Agreement shall be controlled by, construed and enforced in accordance with, the laws of the State of Florida and the State of Delaware. This Agreement constitutes the entire agreement of the Constituent Corporations with respect to the subject matter hereof. Section captions are not a part of this Agreement.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the Constituent Corporations this 15<sup>th</sup> day of February, 1999.

SOUTHERN AVIATION & MARINE - DE, INC.,  
a Delaware Corporation, Surviving Corporation

By:   
Greg D. Veltman, Its President

Attest:   
Greg D. Veltman, Its Secretary

SOUTHERN AVIATION AND MARINE  
CORPORATION, a Florida corporation,  
~~Disappearing Corporation.~~

By:   
David M. Veltman, Its President


Attest:   
Greg D. Veltman, Its Secretary

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 15 day of February, 1999, by David M. Veltman the President and Greg D. Veltman, the Secretary of SOUTHERN AVIATION AND MARINE CORPORATION, a Florida Corporation, on behalf of and as the act of said corporation. They are personally known to me or have produced as identification.

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

KENNETH G. ARSENAULT, JR.  
Notary Public, State of Florida  
My comm. exp. Dec. 21, 2002  
Comm. No. CC798681

  
Notary Public:  
My commission expires:

The foregoing instrument was acknowledged before me this 15 day of February, 1999, by Greg D. Veltman, the President and Secretary of SOUTHERN AVIATION & MARINE - DE, INC., a Delaware Corporation, on behalf of and as the act of said corporation. He is personally known to me or has produced as identification.

  
Notary Public:  
My commission expires:

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KENNETH G. ARSENAULT, JR.  
Notary Public, State of Florida  
My comm. exp. Dec. 21, 2002  
Comm. No. CC798681