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*MEMBER OF THE FLORIDA, CONNECTICUT,
AND WASHINGTON D.C. BAR
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September 3, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/08/97--01124--020
****157.50 . ****157.50

RE: Holland/Merger of Sheltair Aviation Center, Inc.,
with Gulfstream Petroleum and Sheltair Ft. Lauderdale
International, Inc.
Our File No. 9143.048 (GR)

Gentlemen:

Enclosed please find two (2) fully executed original Articles of
Merger merging Gulfstream Petroleum Corp. and Sheltair Ft.
Lauderdale International, Inc. with Sheltair Aviation Center, Inc.,
together with a copy of the Agreement of Merger.

Also enclosed is our check in the amount of \$157.50 representing
the \$35.00 filing fee per corporation and \$52.50 certified copy
fee.

Should you have any questions, please do not hesitate to contact
me.

Sincerely,

KOPELOWITZ, SAAVEDRA & PELOSI

Damaso W. Saavedra

DWS:ag
cc John Schmatz

FILED
97 SEP -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHELTAIR FORT LAUDERDALE INTERNATIONAL, INC., a florida corporation,
M78350

GULFSTREAM PETROLEUM CORP., a florida corporation, K08840

INTO

SHELTAIR AVIATION CENTER, INC., a Florida corporation, J48750

File date: September 8, 1997

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
GULFSTREAM PETROLEUM CORP.
AND
SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC.
INTO
SHELTAIR AVIATION CENTER, INC.**

FILED
97 SEP -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, **SHELTAIR AVIATION CENTER, INC.**, a Florida corporation, and **GULFSTREAM PETROLEUM CORP.**, a Florida corporation; and **SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC.**, a Florida corporation, adopt the following Articles of Merger for the purpose of merging **GULFSTREAM PETROLEUM CORP.** and **SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC.** into **SHELTAIR AVIATION CENTER, INC.**

PLAN OF MERGER

The Plan of Merger setting forth the terms and conditins of the merger of **GULFSTREAM PETROLEUM CORP.** and **SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC.** into **SHELTAIR AVIATION CENTER, INC.** is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

The Plan of Merger was unanimously approved by all of the stockholders and adopted by all of the directors of all of the corporations at special meetings held on December 31, 1996.

EFFECTIVE DATE

The Plan of Merger shall be effective on December 31, 1996, or at the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Articles of Merger on December 31, 1996.

**GULFSTREAM PETROLEUM CORP., a
Florida corporation**

By Charles M. Holland, Pres.
President

**SHELTAIR FT. LAUDERDALE
INTERNATIONAL, INC. a Florida
corporation**

By Charles M. Holland, Pres.
President

**SHELTAIR AVIATION
CENTER, INC., a Florida
corporation**

By Charles M. Holland, Pres.
President

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this 31
day of Dec, 1996, by GERALD HOLLAND, as
PRES of GULFSTREAM PETROLEUM CORP., a Florida
corporation, who is personally known to me or who has produced
proper identification and who did/did not take an oath.

Gail Grob
Notary Public

GAIL GROB
Type or print name

My Commission Expires:

OFFICIAL NOTARY SEAL
GAIL GROB
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC634507
MY COMMISSION EXP. APR. 14, 2001

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this 31
day of Dec, 1996, by GERALD HOLLAND, as
PRES of SHELTAIR FT. LAUDERDALE INTERNATIONAL,
INC., a Florida corporation, who is personally known to me or who
has produced proper identification and who did/did not take an
oath.

Gail Grob
Notary Public

GAIL GROB
Type or print name

My Commission Expires:

OFFICIAL NOTARY SEAL
GAIL GROB
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC634507
MY COMMISSION EXP. APR. 14, 2001

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before me this 31
day of Dec., 1996, by GERALD HOLLAND, as
of SHELTAIR AVIATION CENTER, INC., a
Florida corporation, who is personally known to me or who has
produced proper identification and who did/did not take an oath.

Gail Grob
Notary Public

GAIL GROB
Type or print name

My Commission Expires:

B:\Art-Merg.048
June 4, 1997
6th DRAFT

OFFICIAL NOTARY SEAL
GAIL GROB
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC634507
MY COMMISSION EXP. APR. 14, 2001

AGREEMENT OF MERGER

Merging

GULFSTREAM PETROLEUM CORP. and
SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC.
both Florida corporations

into

SHELTAIR AVIATION CENTER, INC.,
a Florida corporation

Agreement of Merger dated as of December 31, 1996, by and between GULFSTREAM PETROLEUM CORP. (hereinafter called "GPC") and SHELTAIR FT. LAUDERDALE INTERNATIONAL, INC. (hereinafter called "SFI"), both Florida corporations, and SHELTAIR AVIATION CENTER, INC., a Florida corporation, (hereinafter called "SAC").

WITNESSETH:

WHEREAS, the Boards of Directors of GPC and SFI, (hereinafter collectively called the "Constituent Corporations"), in consideration of mutual agreements of the Constituent Corporations as set forth herein, do deem it advisable and generally to the welfare of the Constituent Corporations and their respective security holders, that GPC and SFI be merged into SHELTAIR AVIATION CENTER, INC. (hereinafter sometimes called the "Surviving Corporation"), as authorized by the laws of the State of Florida in the manner provided under Chapter 607, et seq. of the Florida Statutes;

WHEREAS, GPC by its Certificate of Incorporation, which was filed in the office of the Secretary of State, State of Florida on December 23, 1987, has an authorized capital stock consisting of ten thousand (10,000) shares of Common Stock of the par value of \$0.01 cent each;

WHEREAS, SFI by its Certificate of Incorporation, which was filed in the office of the Secretary of State, State of Florida on April 28, 1988, has an authorized capital stock consisting of one thousand (1,000) shares of Common Stock of the par value of \$1.00 each;

WHEREAS, SAC, by its Certificate of Incorporation which was filed in the office of the Secretary of State, State of Florida on December 24, 1986, has an authorized capital stock consisting of one thousand (1,000) shares of the Common Stock of the par value of

\$1.00 each;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions hereinafter contained, the parties hereto agree that GPC, and SFI be merged into SHELTAIR AVIATION CENTER, INC. and that the terms and conditions of such Merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of GPC, and SFI into shares of SHELTAIR AVIATION CENTER, INC. shall be as follows:

I.

The Constituent Corporations hereby agree to be merged into a single corporation, SHELTAIR AVIATION CENTER, INC., in accordance with the applicable provisions of the law of the State of Florida, and GPC and SFI merging into SHELTAIR AVIATION CENTER, INC., and shall be the Surviving Corporation. The separate existence of GPC and SFI shall cease and the existence of SHELTAIR AVIATION CENTER, INC. shall continue unaffected and unimpaired by the Merger with all of the rights, privileges, immunities and powers, and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

II.

The Certificate of Incorporation of SHELTAIR AVIATION CENTER, INC. shall continue to be the Certificate of Incorporation following the effective date of the Merger, which shall be December 31, 1996, (herein called the "Merger Date"), until the same shall be altered or amended with the following amendments:

(a) Article V. shall be amended to provide as follows:

"Article V. The aggregate number of shares which the corporation shall have authority to issue is as follows:

(1) One thousand (1,000) shares of the common Stock par value of \$1.00. The initial aggregate stated capital for excise tax purposes shall be \$1.00, of which 1,000 shares are now issued and outstanding to the existing Shareholders.

The by-laws of SHELTAIR AVIATION CENTER, INC. shall be and remain the by-laws of the Surviving Corporation until altered, amended or repealed and the Board of Directors of the Constituent Corporations shall continue as directors of the Surviving Corporation until their successors are duly elected.

The directors of the Surviving Corporation shall be and become

the persons nominated by SHELTAIR AVIATION CENTER, INC. for such positions to serve as such until the next annual meeting of the stockholders of the Surviving Corporation or until a successor to any of them is elected, and the officers of the Surviving Corporation shall be Gerald M. Holland, President; John F. Schmatz, Treasurer; Peter Casoria, Jr., Secretary; and such other officers as may be elected by the Board of Directors of the Surviving Corporation.

III.

On the Merger Date:

1. The Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal and mixed, including all patents, applications for registration of trademarks, together with the goodwill of the business in connection with which said patents and marks are used, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every interest of or belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger.

2. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations (including liabilities and obligations, existing as of Merger Date, under the indemnification provisions of GPC and SFI's Certificates of Incorporation, as though such provisions remained in full force and effect after the Merger Date); and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger. The Surviving Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations or SHELTAIR AVIATION CENTER, INC.

IV.

The Shareholders of GPC and SFI shall surrender their stock certificates to SHELTAIR AVIATION CENTER, INC. to be cancelled. Upon surrender to SHELTAIR AVIATION CENTER, INC. of the outstanding

certificates of GPC and SFI, and cancellation thereof, there shall be issued to the respective Shareholders thereof, in substitution thereof, NO new certificates or shares of SHELTAIR AVIATION CENTER, INC.

V.

The Surviving Corporation shall pay all expenses of accomplishing the Merger.

VI.

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of GPC and SFI, or to otherwise carry out the provisions hereof, the proper officers and directors of GPC and SFI as of the Merger Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

VII.

Each of the Constituent Corporations shall take, or cause to be taken, all action or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger, subject, however, to the appropriate vote or consent of the stockholders of the Constituent Corporations in accordance with the requirements of the applicable provisions of the laws of the State of Florida. By execution below, the shareholders of GPC, SFI and SHELTAIR AVIATION CENTER, INC. evidence their one hundred (100%) percent approval of the Merger between the Constituent Corporations and the Surviving Corporation on the date of this Agreement.

VIII.

The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of any Constituent Corporation of the State of Florida, as well as for enforcement of any obligation of the Surviving or resulting Corporation arising from the Merger of consolidation, and does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of

process in any such suit or other proceedings and specify that a copy of such process shall be mailed by such Secretary of State to its address at:

4860 N.E. 12th Avenue
Ft. Lauderdale, Florida 33334

IX.

The assets of GPC and SFI shall be reported in the account of the SHELTAIR AVIATION CENTER, INC. at their book value as of the Merger Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

X.

The current Registered Agent of the Constituent Corporations is Gerald M. Holland, of the City of Ft. Lauderdale, Broward County, Florida, being the county in which the principal office of the Constituent Corporations are located. Gerald M. Holland shall continue as the person upon whom process, tax notices and demands against any of the Constituent Corporations may be served.

IN WITNESS WHEREOF, the undersigned have subscribed this Agreement of Merger this 31 day of December, 1997.

SHAREHOLDERS OF:

GULFSTREAM PETROLEUM CORP.
SHELTAIR FT. LAUDERDALE
INTERNATIONAL, INC. and
SHELTAIR AVIATION
CENTER, INC.

SHELTAIR AVIATION CENTER, INC.

By Gerald M. Holland, Pres
President

Attest: Peter Larson Jr
Secretary

GULFSTREAM PETROLEUM CORP.

By Gerald M. Holland, Pres
President

Attest: Peter Larson Jr
Secretary

SHELTAIR FT. LAUDERDALE
INTERNATIONAL, INC.

By Walter M. Holland, Pres
President

Attest: Peter Levine Jr
Secretary

A:VAGT-MRG.048
8th Draft
June 4, 1997