

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

K28014

800-342-8086

csc networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

97 MAY 13 PM 11
OFFICE OF COMMISSIONER

ACCOUNT NO. : 072100000032

REFERENCE : ~~90010-3~~ 388110-05

AUTHORIZATION : Patricia *[Signature]*

COST LIMIT : \$ 122.50

FILED
97 MAY 13 AM 9 05
TALLAHASSEE, FL 32301

ORDER DATE : 05/13/97

ORDER TIME : 3:50

ORDER NO. : 388110-05

CUSTOMER NO:

CUSTOMER: Siegfried, Rivera, Lerner, de la Torre + Schel P.A.

500002177635--1

DOMESTIC FILING

NAME: Commercial Air Support, Inc., a Florida Corp.
into

Commercial Air Leasing Inc., a Delaware Corp.

☒ ARTICLES OF ~~INCORPORATION~~ MERGER
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana M. Romagosa

EXAMINER'S INITIALS:

[Handwritten initials and stamps]

K28014

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMERCIAL AIR SUPPORT, INC., a Florida corporation K28014

INTO

COMMERCIAL AIR LEASING, INC., a Delaware corporation not qualified in
Florida

File date: May 13, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

1. The undersigned corporations, being validly and legally formed under the laws of the States of Florida and Delaware have adopted a Plan of Merger.

2. The name of the surviving corporation is Commercial Air Leasing, Inc., a Delaware corporation.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.214 and 607.221 of the Florida Statutes and the Section 251 (c) of the Delaware Statutes.

4. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was adopted by the Board of Directors of Commercial Air Leasing, Inc., a Delaware corporation.

7. The Plan of Merger was adopted by the Board of Directors of Commercial Air Support, Inc., a Florida corporation.

8. The Plan of Merger calls for an exchange of the issued shares which shall be effected as a one-for-one share exchange with the surviving corporation.

DATED: June 1, 1996.

COMMERCIAL AIR LEASING, INC. a Delaware corporation

By Brian L. Cole
President

Attest: Russell Solomon
Secretary

(Corporate Seal)
COMMERCIAL AIR SUPPORT, INC. a Florida corporation

By Brian L. Cole
Attest:

Russell Solomon
Secretary

(Corporate Seal)

FILED
JUN 3 1996
TALLAHASSEE, FLA.

COMMERCIAL AIR SUPPORT, INC.
88

PLAN OF MERGER

Plan of merger dated June 1, 1996, between Commercial Air Leasing, Inc., hereinafter sometimes called the surviving corporation, and Commercial Air Support, Inc., hereinafter sometimes called the absorbed corporation.

STIPULATIONS

A. Commercial Air Leasing, Inc. is a corporation organized and existing under the laws of the State of Delaware, with its principal office at 8221 N.W. 54th Street, Miami, Florida 33166

B. Commercial Air Leasing, Inc. has a capitalization of 1,000 authorized shares of .01 Dollars (\$.01) par value common stock, of which 1,000 shares are issued and outstanding.

C. Commercial Air Support, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 8821 N.W. 54th Street, Miami, Florida 33166.

D. Commercial Air Support, Inc. has a capitalization of 7,500 authorized shares of 1.00 Dollar (\$1.00) par value common stock of which 7,500.00 shares are issued and outstanding.

E. The board of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Commercial Air Support, Inc. be merged into Commercial Air Leasing, Inc. pursuant to the provisions of Sections 607.214 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1964, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Merger. Commercial Air Support, Inc. shall merge with and into Commercial Air Leasing, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the Property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

Each share of the One Dollar (\$1.00) par value common stock of Commercial Air Support, Inc. issued and outstanding on the effective date of the merger shall be converted into one (1) share of the One Dollar (\$1.00) par value common stock of Commercial Air Leasing, Inc. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in each shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares and take all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

Section Eight. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Delaware at meetings to be held on or before May 1, 1996, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when the Certificate of Merger is filed by the Delaware Secretary of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of either the surviving or the

absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving corporation on or before May 1, 1996; or,

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Delaware.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

COMMERCIAL AIR LEASING, INC.

By: Braam Loots
Braam Loots, President

Attest By: Lourdes Solomons
Lourdes Solomons, Secretary

(Corporate Seal)

COMMERCIAL AIR SUPPORT, INC.

By: Braam Loots
Braam Loots, President

Attest By: Lourdes Solomons
Lourdes Solomons, Secretary

(Corporate Seal)

COMMERCIAL AIR SUPPORT, INC.