

K 36561

Florida Department of State

Division of Corporations

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Sandra B. Mortham, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 922-4000

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
Account number : 076247002423  
Phone : (954) 763-1200  
Fax number : (954) 766-7800

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TALLAHASSEE, FLORIDA

**GULFSTREAM INTERNATIONAL AIRLINES, INC.**

Certificate of Status	0
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Merger

DC

8/4/98

Friday, July 31, 1998

4:51 PM

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GULFSTREAM ACQUISITION CORP., a Texas corporation not authorized to  
transact business in the State of Florida

INTO

**GULFSTREAM INTERNATIONAL AIRLINES, INC.**, a Florida corporation,  
K36561

File date: August 3, 1998

Corporate Specialist: Darlene Connell

Division of Corporations

Page 1 of 1

## Florida Department of State

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DIVISION OF CORPORATIONS

## GULFSTREAM INTERNATIONAL AIRLINES, INC.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 3, 1998

GULFSTREAM INTERNATIONAL AIRLINES, INC.  
P.O. BOX 777  
MIAMI, FL 33266US

SUBJECT: GULFSTREAM INTERNATIONAL AIRLINES, INC.  
REF: K36561

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.

The date of adoption, on page 2, THIRD, is incomplete for GULFSTREAM.

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) 487-6986.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000014283  
Letter Number: 598A00040513

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
GULFSTREAM ACQUISITION CORP.  
(a Texas corporation)  
INTO  
GULFSTREAM INTERNATIONAL AIRLINES, INC.  
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** GULFSTREAM ACQUISITION CORP., a Texas corporation ("Acquisition") and wholly owned subsidiary of ECX Acquisition, Inc., a Texas corporation ("ECX"), shall be merged (the "Merger") with and into GULFSTREAM INTERNATIONAL AIRLINES, INC., a Florida corporation ("Gulfstream"). Acquisition and Gulfstream are hereinafter collectively referred to as the "Constituent Corporations." Gulfstream shall be the surviving corporation to the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of Gulfstream, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Gulfstream shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Gulfstream's common stock, \$.001 par value ("Common Stock"), each outstanding share of Series A Preferred Stock, par value \$.001, and each outstanding warrant to purchase common stock of Gulfstream, shall be converted into the consideration set forth in Sections 1.5 and 5.7 of the Agreement and Plan of Merger (the "Plan of Merger") between Acquisition, Gulfstream, ECX, and Halter Financial Group, Inc. a Texas corporation ("Halter").

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5715805.100/110966

ROBERT J. BURNETT, FL BAR # 00117978  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FL 33301  
PHONE NO.: (954) 766-1200

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**SECOND:** The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

**THIRD:** The Plan of Merger was adopted by the director of ECX on the 17th day of July, 1998, and shareholders of ECX and Acquisition on the 29th day of July 1998. The Plan of Merger was adopted by the director of Gulfstream on July 17, 1998 and the majority shareholder of Gulfstream on July 21, 1998; no approval of the Plan of Merger by shareholders is required on the part of Halter.

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Signed this 30th day of July 1998.

GULFSTREAM ACQUISITION CORP.  
a Texas corporation

By: \_\_\_\_\_  
Its: President, Timothy P. Halter

GULFSTREAM INTERNATIONAL AIRLINES,  
INC. a Florida corporation

By:   
Its: President, Thomas L. Cooper

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9715205.100116968

3

7-31-1998 11:20AM

FROM HALTER FINANCIAL 972 255 0000

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Signed this 31st day of July 1998.

**GULFSTREAM ACQUISITION CORP.**  
a Texas corporation

**GULFSTREAM INTERNATIONAL AIRLINES,**  
INC. a Florida corporation

By:   
Its: President, Timothy P. Halter

By: \_\_\_\_\_  
Its: President, Thomas L. Cooper

WATSON  
SECRET

THOMAS L. COOPER

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