

# L00000000369

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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-03/31/00--01001--006  
\*\*\*\*\*95.00 \*\*\*\*\*95.00

Corporation(s) Name

Trans Continental Airlines, inc into:  
Express Net Airlines LLC

FILED

00 MAR 30 PM 4:53

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

March 31, 2000

☐ Profit  
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign  
☐ LLC

☐ Dissolution

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report

☐ Other

☐ Reservation

☐ Ch. RA

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To:

Melanie Strickland

MAR 30

Today's Date

Thank You!

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00 MAR 30 PM 3:32

SECRETARY OF STATE  
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 30, 2000

CT CORP.  
MS

SUBJECT: EXPRESS.NET AIRLINES LLC  
Ref. Number: L00000000369

We have received your document for EXPRESS.NET AIRLINES LLC and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The names must be the same throughout the document.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 200A00017602

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TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. EXPRESS.NET AIRLINES LLC

Florida

LLC

745 12th Avenue South, Suite E

Naples, FL 34102

Florida Document/Registration Number: L00000000369

FEI Number: 36-4347515

2. TRANS CONTINENTAL AIRLINES, INC.

Michigan

Corporation

251 Jackson Plaza

Ann Arbor, MI 48103

Florida Document/Registration Number:

FEI Number: 38-3113281

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

CR2E080(10/99)

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TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street AddressJurisdictionEntity Type

EXPRESS.NET AIRLINES LLC

Florida

LLC

745 12th Avenue South, Suite E

Naples, FL 34102

Florida Document/Registration Number: L00000000369

FEI Number:

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.

All General Partnerships: Signatures of two partners.

All Domestic Limited Partnerships: Signatures of all general partners.

All Non-Florida Limited Partnerships: Signature of one general partner.

All Limited Liability Companies: Signature of a member or authorized representative of a member.

All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

<u>Mailing address:</u>	<u>Street Address:</u>
Division of Corporations	Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Express.Net Airlines LLC	Florida
Trans Continental Airlines, Inc.	Michigan

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Express.Net Airlines LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

On March 31, 2000, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

*(Attach additional sheet(s) if necessary)*

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into ownership interests of the Survivor or the right to receive cash or any other consideration.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

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**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

TCA Acquisition Corporation

251 Jackson Plaza, Ann Arbor, MI 48103

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger.

**EIGHTH:** Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter called the "Plan") dated as of this 31st day of March, 2000, between TRANS CONTINENTAL AIRLINES, INC., a Michigan corporation (the "Corporation") and EXPRESS.NET AIRLINES LLC, a Florida limited liability company (the "Survivor").

1. Merger. The Corporation shall be merged with and into the Survivor in accordance with the laws of the States of Michigan and Florida.

2. Cessation of Business. As of March 31, 2000, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

3. Outstanding Shares; Share Transfer. The Corporation has 1,000 shares of voting common stock outstanding as of March 31, 2000.

4. Effect on Stock. At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into ownership interests of the Survivor or the right to receive cash or any other consideration.

5. Effect on Membership Interest. At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

6. Charter Documents. The Articles of Organization of the Survivor, as in effect immediately before the effective time of the Merger shall continue to be its Articles of Organization until duly altered or amended.

7. Power of the Board of Directors. The Board of Directors and the officers of the Corporation are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation and the distribution of the Corporation's assets to the Survivor in accordance with the law.

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8. Power of the Members. The members of the Survivor are hereby severally authorized to do and to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as they may deem necessary or desirable to carry out purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the Merger of the Survivor in accordance with the law.

TRANS CONTINENTAL AIRLINES, INC.,  
a Michigan corporation

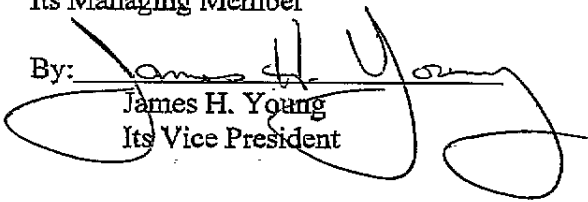
By:

  
James H. Young, President

EXPRESS.NET AIRLINES LLC,  
a Florida limited liability company

By: TCA ACQUISITION CORPORATION,  
a Michigan corporation,  
Its Managing Member

By:

  
James H. Young  
Its Vice President

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRANS CONTINENTAL AIRLINES, INC. a non-qualified Michigan entity.

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INTO

**EXPRESS.NET AIRLINES LLC**, a Florida entity, L00000000369

File date: March 30, 2000, effective March 31, 2000

Corporate Specialist: Tammi Cline