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VIA FEDERAL EXPRESS

March 28, 2001

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

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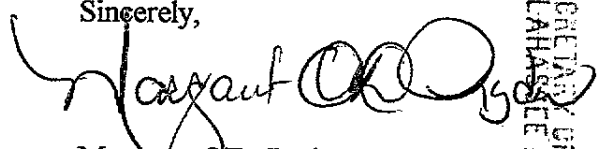
**TAC Air Service Of Miami, Inc., a Florida Corporation, Merger
Into Reliance Aviation-Miami, LLC, a Florida Limited Liability Corporation**

Ladies and Gentlemen:

Enclosed herein for filing with the Florida Secretary of State are the Plan and Articles of Merger on behalf of the captioned entities, with Reliance Aviation-Miami, LLC, a Florida limited liability corporation, being the surviving corporation. **Please note that these Articles of Merger are to be EFFECTIVE APRIL 1, 2001.**

Also enclosed is a check in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the required certified copy and filing fees. Please forward the certified copy of the Plan and Articles of Merger to me in the enclosed prepaid Federal Express envelope. If you have any questions please call me at my direct number (305) 860-7362.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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MODR
Enclosures
cc: Craig A. Brumfield (w/enc)



MOR/C.LTRCOV/350626/014215.0001

RECEIVED DATE
4/2/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

TAC AIR SERVICE OF MIAMI, INC. a Florida entity 291940

INTO

RELIANCE AVIATION - MIAMI, LLC, a Florida entity, L00000003723

File date: March 28, 2001, effective April 1, 2001

Corporate Specialist: Lee Rivers

**PLAN AND ARTICLES OF MERGER
OF
TAC AIR SERVICE OF MIAMI, INC.,
A FLORIDA CORPORATION,
INTO
RELIANCE AVIATION-MIAMI, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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THE UNDERSIGNED COMPANIES DO HEREBY CERTIFY:

FIRST: The name and state of Incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
TAC Air Service Of Miami, Inc. Kendall-Tamiami Executive Airport 14532 SW 129 Street Miami, Florida 33186	Florida 29/940
Reliance Aviation-Miami, LLC Kendall-Tamiami Executive Airport 14532 SW 129 Street Miami, Florida 33186	Florida L-3723

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been approved and adopted, by the sole shareholder and the Members, respectively, of each of the Constituent Corporations in accordance with the requirements of Florida law and that the Merger shall be effective April 1, 2001 (the "Effective Time").

THIRD: The surviving corporation of the Merger is Reliance Aviation-Miami, LLC, a Florida limited liability company (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Reliance Aviation-Miami, LLC ("Reliance" or "Surviving Corporation") as the Surviving Corporation shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of

EFFECTIVE DATE
4/2/01

each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Organization and Regulations of Reliance, as existing immediately prior to the Effective Time, shall be the Articles of Organization and Regulations of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the Members and the Manager of the Surviving Corporation existing immediately prior to the Effective Time shall be the Members and the Manager of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Organization and Regulations.

(b) Conversion of Securities

Each share of TAC Air Service of Miami, Inc. (the "Acquired Corporation") common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each membership interest of the Surviving Corporation issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

FIFTH: Voting results for the Merger are as follows:

- (a) TAC Air Service of Miami, Inc. The Merger Agreement was submitted to and approved by the sole shareholder of the Acquired Corporation by written consent, dated March 20, 2001, and all 25,300 shares (100%) of the issued and outstanding common stock of the Acquired Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (b) Reliance Aviation-Miami, LLC The Merger Agreement was submitted to and approved by all of the members of the Surviving Corporation by unanimous written consent, dated March 20, 2001, and all 1,000 membership interests (100%) of the issued and outstanding membership interests of the Surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

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CLERK OF STATE
TALLAHASSEE FLORIDA

SIXTH: The Merger Agreement, dated March 20, 2001, by and between the Constituent Corporations, is on file at the principal place of business of Reliance at Kendall-Tamiami Executive airport, 14532 SW 129 Street, Miami, Florida 33186, and will be furnished on request without cost to any shareholder or member of either of the Constituent Corporations which are parties hereto.

SEVENTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

- (a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders or members of each domestic corporation party to the Merger or share exchange; and
- (b) To agree that it will promptly pay to the dissenting shareholders or member of each domestic corporation party to the Merger or share exchange the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

SIGNATURES ON FOLLOWING PAGE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TAC Air Service of Miami, Inc.,
a Florida corporation

Reliance Aviation-Miami, LLC,
a Florida limited liability company

By: Reliance Aviation-Miami, LLC,
Sole Shareholder

By: Craig A. Brumfield
Craig A. Brumfield
Its: Member

By: Craig A. Brumfield
Craig A. Brumfield
Its: Member

State of Florida)
)
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Craig A. Brumfield, who is personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of TAC Air Service of Miami, Inc. and Reliance Aviation-Miami, LLC.

Dated: March 20, 2001

My commissions expires:

Margaret O'D. Ryder
Margaret O'D. Ryder
Notary Public State of Florida



Margaret O'D. Ryder
MY COMMISSION # CC946205 EXPIRES
September 15, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
01 MAR 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA