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Division of Corporations

T-161 P.01/07 F-854

L000000 14225

Florida Department of State  
Division of Corporations  
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From:

Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

DEAR FILING OFFICER:

PLEASE NOTE THAT THE CERTIFICATE OF STATUS SHOULD SHOW THE NAME OF THE SURVIVING ENTITY, AS AMENDED "AEROSTAR TECHNOLOGIES, LLC". THANK YOU.  
NERY C. TOLEDO, LEGAL ASSISTANT

MERGER OR SHARE EXCHANGE

AEROSTAR TECHNOLOGIES REORGANIZATION, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$105.00

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DIVISION OF CORPORATION

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JANUARY 1, 2001

00 NOV 28 PM 3:09

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AEROSTAR TECHNOLOGIES, INC., a Florida entity, P99000031960

INTO

**AEROSTAR TECHNOLOGIES REORGANIZATION, LLC which changed its  
name to AEROSTAR TECHNOLOGIES, LLC, a Florida entity, L00000014225**

File date: November 28, 2000

Corporate Specialist: Shawn Logan

FILED  
NOV 28 PM 3: 09  
TALLAHASSEE, FLORIDA

(H00000061924 7)

**ARTICLES OF MERGER**  
**OF**  
**AEROSTAR TECHNOLOGIES, INC.,**  
**a Florida corporation,**  
**WITH AND INTO**  
**AEROSTAR TECHNOLOGIES REORGANIZATION, LLC,**  
**a Florida limited liability company**

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Aerostar Technologies, Inc., a Florida corporation, and Aerostar Technologies Reorganization, LLC, a Florida limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

*999-31960*

(i) Aerostar Technologies, Inc., a Florida corporation (the "Merging Corporation"); and

*L-14225*

(ii) Aerostar Technologies Reorganization, LLC, a Florida limited liability company (the "Surviving Entity").

2. The Merging Corporation is hereby merged with and into the Surviving Entity and the separate existence of the Merging Corporation shall cease. The Surviving Entity is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of the Merging Corporation by joint unanimous written consent in lieu of holding special meetings dated November 27, 2000, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

4. The Agreement and Plan of Merger was unanimously approved by the board of managers and members of the Surviving Entity by joint unanimous written consent dated November 27, 2000, in accordance with applicable Florida law.

5. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

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NOV 28 2000  
TALLAHASSEE  
FLORIDA  
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The parties have caused these Articles of Merger to be executed on November 27, 2000.

**MERGING CORPORATION:**

**AEROSTAR TECHNOLOGIES, INC.**

By: 

Name: James Bickel

Title: Chief Executive Officer

**SURVIVING ENTITY:**

**AEROSTAR TECHNOLOGIES  
REORGANIZATION, LLC**

By: 

Name: Matthew Bickel

Title: President

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NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

NOV-28-00 10:45AM FROM-

T-161 P.04/07 F-854

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**EXHIBIT "A"**  
**AGREEMENT AND PLAN OF MERGER**

**See Attached**

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TALLAHASSEE, FLORIDA

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## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made and entered into as of the 27 day of November, 2000, by and between Aerostar Technologies, Inc., a Florida Corporation (the "**Merging Corporation**"), and Aerostar Technologies Reorganization, LLC, a Florida limited liability company (the "**Surviving Entity**").

### **WITNESSETH:**

**WHEREAS**, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the Surviving Entity has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger contemplated hereby and is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the shareholders of the Merging Corporation are also the members of the Surviving Entity; and

**WHEREAS**, pursuant to duly authorized action by their respective board of directors, board of managers, shareholders and members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the Surviving Entity.

2. **SURVIVING ENTITY.** On the Effective Date (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **NAME OF SURVIVING ENTITY.** On the Effective Date, the Articles of Organization of the Surviving Entity shall be amended to change the name of the Surviving Entity to "Aerostar Technologies, LLC".

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4. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Articles of Organization.** Except as provided in Section 3, the Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

(b) **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

5. **MANNER AND BASIS OF CONVERTING SHARES.** On the Effective Date, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Entity and canceled, and no shares of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding shares of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number of shares of the Surviving Entity, and in the same proportions, as they did prior to the Effective Date.

6. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Entity's board of directors and shareholders and the Surviving Entity's board of managers and members. The proper officers of the Merging Corporation and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

7. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

8. **MANAGERS.** The names and business addresses of the managers of the Surviving Entity are as follows:

James Bickel  
4349 S.W. Port Way  
Palm City, Florida 34990

Matthew Bickel  
4349 S.W. Port Way  
Palm City, Florida 34990

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

9. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

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(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

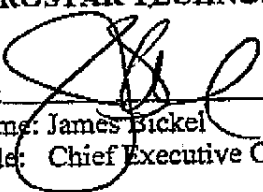
(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the date first above written.

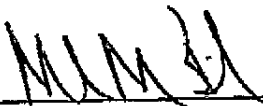
**MERGING CORPORATION:**

**AEROSTAR TECHNOLOGIES, INC.**

By:   
Name: James Bickel  
Title: Chief Executive Officer

**SURVIVING ENTITY:**

**AEROSTAR TECHNOLOGIES  
REORGANIZATION, LLC**

By:   
Name: Matthew Bickel  
Title: President

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