

601000008403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

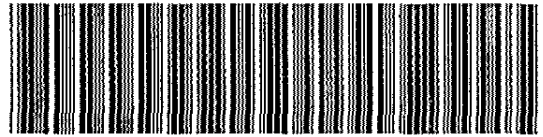
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TAMPA, FLORIDA

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601-8403
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EFFECTIVE DATE

7-31-06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2006

JASON LACY
P.O. BOX 929
DENTON & KEULER
PADUCAH, KY 42002-0929

SUBJECT: EDWARDS CONSULTING, L.L.C.
Ref. Number: L01000008403

We have received your document for EDWARDS CONSULTING, L.L.C. and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 906A00045936

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W. DAVID DENTON
THOMAS J. KEULER
WILLIAM E. PINKSTON
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THEODORE S. HUTCHINS*
GLENN D. DENTON*
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MELISSA D. YATES*
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DENTON & KEULER

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A Limited Liability Partnership

PADUCAH BANK BUILDING SUITE 301
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OF COUNSEL
SAMUEL CARLICK

July 5, 2006

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
CORPORATE FILINGS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: Edwards Consulting, LLC/Edwards Air, LLC
Certificate/Articles of Merger

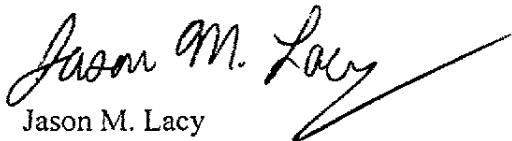
To Whom It May Concern:

Enclosed please find two (2) original Certificate/Articles of Merger for the above referenced entities to be filed of record. I have also included the filing fee in the amount of \$50.00.

Please return one file-stamped copy of these documents to my attention in the envelope provided.

Should you have any questions, please give me a call at the number listed above.

Sincerely yours,


Jason M. Lacy

Enclosures

80233

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2006 JUL 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. DAVID DENTON
THOMAS J. KEULER
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OF COUNSEL
SAMUEL CARLICK

July 24, 2006

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
CORPORATE FILINGS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
2006 JUL 28 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Edwards Consulting, LLC/Edwards Air, LLC
Certificate/Articles of Merger re: New Effective Date

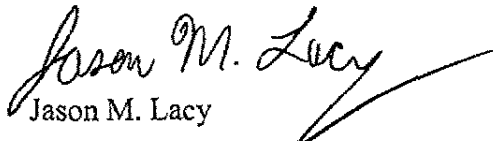
To Whom It May Concern:

I received your correspondence dated July 18, 2006 regarding the effective date of this merger (a copy of this letter is enclosed). As such, enclosed please find two (2) original Certificate/Articles of Merger for the above referenced entities to be filed of record. Please note that the new effective date for the merger will be July 31, 2006. I previously sent the required filing fee in the amount of \$50.00.

Please return one file-stamped copy of these documents to my attention in the envelope provided.

Should you have any questions, please give me a call at the number listed above.

Sincerely yours,


Jason M. Lacy

Enclosures

80233

EFFECTIVE DATE
7-31-06

**CERTIFICATE/ARTICLES OF MERGER:
EDWARDS CONSULTING, LLC INTO
EDWARDS AIR, LLC**

201-8403

Pursuant to the provisions of Florida Statutes Chapter 608 and Kentucky Revised Statutes Chapter 275, the undersigned limited liability companies certify the following Articles of Merger:

ARTICLE I

Edwards Consulting, LLC, a limited liability company organized under the laws of the state of Florida (hereinafter sometimes referred to as, the "Target Organization"), and Edwards Air, LLC, a limited liability company organized under the laws of the Commonwealth of Kentucky (hereinafter sometimes referred to as, the "Surviving Organization"), are hereby merged and Edwards Air, LLC is the surviving organization.

ARTICLE II

In accordance with Florida Statutes Chapter 608 and Kentucky Revised Statutes 275.350, the Members of the Surviving Organization met on June 30th, 2006, and by resolution, unanimously approved the Plan of Merger set forth in these Articles.

ARTICLE III

In accordance with Florida Statutes Chapter 608 and Kentucky Revised Statutes 275.350, the Members of the Target Organization met on June 30th, 2006, and by resolution, unanimously approved the Plan of Merger set forth in these Articles.

ARTICLE IV

The Plan of Merger is set forth in Exhibit A attached hereto and incorporated herein by reference. This Plan of Merger was approved by Edwards Air, LLC in accordance with the laws of the Commonwealth of Kentucky and approved by Edwards Consulting, LLC in accordance with the laws of the state of Florida.

ARTICLE V

The Surviving Organization has a principal office located at 4150 Cairo Road, Paducah, Kentucky 42001. The Surviving Organization hereby appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce obligations of the Target Organization. The street and mailing address which the Secretary of State may use for service of process is 4150 Cairo Road, Paducah, Kentucky 42001.

ARTICLE VI

The Surviving Organization has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Florida Statutes 608.4351 through 608.43595.

ARTICLE VII

The effective date of this Merger shall be the close of business on ~~June 30~~ ^{July 31}, 2006.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned limited liability companies as of the day and year hereafter acknowledged.

Dated this the 30th day of June, 2006.

SURVIVING ORGANIZATION:

EDWARDS AIR, LLC

By Its Sole Member, Edwards Enterprises, LLC

(No Corporate Seal)

By Bob Edwards
Bob Edwards

Being the Authorized Member of Edwards Enterprises, LLC, which is the sole member of Edwards Air, LLC

TARGET ORGANIZATION:

EDWARDS CONSULTING, LLC

(No Corporate Seal)

By Bob Edwards
Bob Edwards, Member

Being Sole Member of Edwards Consulting, LLC

COMMONWEALTH OF KENTUCKY)

COUNTY OF McCRACKEN)

I, John Pace, a notary public, do hereby certify that on the 30th day of June, 2006, Bob Edwards personally appeared before me who being by me first duly sworn, declared that he is a Member of both Edwards Enterprises, LLC (which is the sole

member of Edwards Air, LLC) and Edwards Consulting, LLC, each being limited liability companies organized under the laws of the Commonwealth of Kentucky, excepting Edwards Consulting, LLC which is organized under the laws of the state of Florida, that he signed the foregoing documents as the Authorized Member of such limited liability companies, and that the statements herein contained are true.

My commission expires 9-2-2008

John Pace
Notary Public, State at Large

This instrument prepared by:

Jason M. Lacy
DENTON & KEULER, LLP
P. O. Box 929
Paducah, KY 42002-0929

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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