

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BOSTON LANDMARK AVIATION, LLC

Certificate of Status	0
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ARTICLES OF MERGER
OF
BOSTON LANDMARK AVIATION, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
BHA AVIATION, INC.
(TERMINATING FOREIGN CORPORATION)

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Boston Landmark Aviation, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company

Florida Document/Registration Number: L01000020013

FEI Number: 01-0584853

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BHA Aviation Inc. 12575 US Hwy. 1 #201 Juno Beach, FL 33408	Delaware	profit corporation

Florida Document/Registration Number: F03000004018

FEI Number: 65-100284

THIRD: The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdiction.

FIFTH: The sole asset of BHA Aviation, Inc., is a 1977 Beechcraft Super King Air 200 Aircraft, Serial #BB-257.

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SIXTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company December 2, 2004.

SEVENTH: Adoption of Merger by the Merging Corporation:

The Plan of Merger was approved by a majority of the shareholders of the Merging Corporation on December 2, 2004, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Corporation on December 2, 2004.

EIGHTH: The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a member of the surviving entity pursuant to section (2), Florida Statutes.**NINTH: The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any corporation or the regulations or articles of organization of any limited liability company that is a party to the merger.****TENTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.****ELEVENTH: SIGNATURE(S):**

Dated: December 2, 2004.

Boston Landmark Aviation, LLC, a Florida limited liability company

By: _____

Joseph G. Lubeck, Manager

BHA Aviation Inc. a Delaware corporation

By: _____

Joseph G. Lubeck,
Vice-President/Secretary

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PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger is accordance with section(s), is being submitted in accordance with section(s) 607.1107, 617.1108 and 608.4381, Florida Statutes.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Boston Landmark Aviation, LLC 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited liability company

Florida Document/Registration Number: L01000020013 FEI Number: 01-0584853

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

Name and Street Address	Jurisdiction	Entity Type
BHA Aviation Inc. 12575 US Hwy. 1 #201 Juno Beach, FL 33408	Delaware	profit corporation

Florida Document/Registration Number: F03000004018 FEI Number: 65-1002824

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

4. All liabilities of the merging company shall become the responsibility of the surviving company.

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FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) corporation shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company with 100% of the membership interests as of the date of merger being vested in Martin Atkins.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Paul A. Lester
201 Alhambra Circle, Suite 601
C. Gables, FL 33134

Joseph G. Lubeck
825 Parkway Street, Suite 4
Jupiter, FL 33477

Michael Berardi
c/o Regina O'Donnell
Homes of Distinction
RD 3
Box 5198
East Stroudsburg, PA 18301

Dated: December 2, 2004.

Boston Dandack Aviation, LLC, a Florida limited liability company

By: _____

Joseph G. Lubeck, Manager

BEA Aviation Inc., a Delaware corporation

By: _____

Joseph G. Lubeck,
Vice-President/Secretary

NOTARIAL PUBLIC: Joseph G. Lubeck, Notary Public, State of Florida, Commission Expires 12/31/06

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