

CORPORATE  
ACCESS,  
INC.

**L01000022364**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

12/27/01

*[Signature]*

☒ CERTIFIED COPY

CUS

PHOTO COPY

☒ FILING

*Merger*

1.) *Sky Air Transport, Inc.*  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

APPROVED  
AND  
FILED  
01 DEC 27 11 18 AM '01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/27/01--01019--016  
\*\*\*\*\*90.00 \*\*\*\*\*90.00

SPECIAL INSTRUCTIONS

DIVISION OF CORPORATION

“When you need ACCESS to the world”  
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 27, 2001

CORPORATE ACCESS, INC.

SUBJECT: SKY AIR TRANSPORT, LLC  
Ref. Number: L01000022364

We have received your document for SKY AIR TRANSPORT, LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger states that the managers names and addresses are listed on Exhibit A. There is not an Exhibit A attached to the plan of merger.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 301A00067267

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 27 2001 8:49

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AND  
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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SKY AIR TRANSPORT, INC., A FLORIDA ENTITY P01000027383

INTO

SKY AIR TRANSPORT, LLC, a Florida entity, L01000022364

File date: December 27, 2001

Corporate Specialist: Trevor Brumbley

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**SKY AIR TRANSPORT, INC.**  
**INTO**  
**SKY AIR TRANSPORT, LLC**

Pursuant to the provisions of Chapter 607 and Chapter 608, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one limited liability company:

1. **SKY AIR TRANSPORT, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **SKY AIR TRANSPORT, LLC**, a Florida limited liability company (the "Surviving Company"), which shall be the surviving entity in the merger. PD1000027383

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date"). LD1000022364

3. The Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Date shall remain and be the Articles of Organization of the Surviving Company.

4. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A" and made a part hereof, was adopted and approved by the Board of Directors of the Merging Corporation and the Board of Managers of the Surviving Company, as well as by all of the shareholders of the Merging Corporation and all of the members of the Surviving Company, in accordance with applicable law.

IN WITNESS WHEREOF, the Surviving Company and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers as of this 26 day of December 2001.

**SKY AIR TRANSPORT, INC.**

By: [Signature]  
Name: Valeria Guzman  
Its: PRESIDENT

**SKY AIR TRANSPORT, LLC**

By: [Signature]  
Name: ANETREY GUN  
Its: PRESIDENT

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TREASURY  
FLORIDA

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is entered into as of this 26 day of December 2001, by and between SKY AIR TRANSPORT, INC., a Florida corporation (the "Merging Corporation") and SKY AIR TRANSPORT, LLC a Florida limited liability company (the "Surviving Company").

**WHEREAS**, the Board of Directors of the Merging Corporation and the Board of Managers of the Surviving Company have determined that it is advisable and in the best interests of each of such entities that the Merging Corporation merge with and into the Surviving Company upon the terms and subject to the conditions herein;

**WHEREAS**, the Board of Directors of the Merging Corporation and the Board of Managers of the Surviving Company have, by resolutions duly adopted, approved this Agreement, caused it to be executed by the undersigned officers of the Merging Corporation and the Surviving Company and submitted it to all of their shareholders and members, respectively, who have by resolutions duly adopted and approved this Agreement in accordance with applicable law; and

**NOW, THEREFORE**, in consideration of the foregoing recitals, the mutual agreements and covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. **Merger.** Subject to and in accordance with the provisions of this Agreement, at the Effective Time (as defined in Section 2 of this Agreement), the Merging Corporation will be merged with and into the Surviving Company and the separate corporate existence of the Merging Corporation will thereupon cease (the "Merger") in accordance with the applicable provisions of Florida law.

2. **Effective Time.** As soon as practicable after satisfaction or waiver of all conditions to the Merger, the Surviving Company shall cause Articles of Merger complying with applicable Florida law to be filed with the Secretary of State of the State of Florida, and the Merger will thereupon become effective (the "Effective Time").

3. **Effect of Merger.** The Merger will have the effects specified by Florida law and otherwise set forth in this Agreement. Without limiting the generality of the foregoing, the Surviving Company will be the surviving entity in the Merger and all of its rights, privileges, powers and franchises, public as well as private, and all of its debts, liabilities and duties as a limited liability company organized under Florida law, will continue unaffected by the Merger.

4. **Conversion of Merging Corporation's Shares.** At the Effective Time, each share of capital stock of the Merging Corporation outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the

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holder thereof, shall be converted, on a one-for-one basis, into units of membership interest in the Surviving Company.

**5. Articles of Organization and Operating Agreement.**

a. At the Effective Time, the Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Articles of Organization of the Surviving Company, and shall continue as in effect immediately prior to the Effective Time until thereafter amended in accordance with its terms and Florida law.

b. At the Effective Time, the Operating Agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall constitute the Operating Agreement of the Surviving Company, and shall continue as in effect immediately prior to the Effective Time until thereafter amended in accordance with its terms, the Articles of Organization of the Surviving Company and Florida law.

**6. Managers.** The managers and officers of the Surviving Company immediately prior to the Effective Time, their names and addresses set forth on Exhibit A, shall be the managers and officers of the Surviving Company from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Organization and Operating Agreement of the Surviving Company.

**7. Further Assurances.** If, at any time after the Effective Time, the Surviving Company shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm, of record or otherwise, in the Surviving Company its right, title or interest in, to or under any of the rights, properties or assets of the Merging Corporation, or (ii) otherwise carry out the purposes of this Agreement, the Merging Corporation and its officers and directors shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such deeds, assignments or assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Company and otherwise carry out the purposes of this Agreement, and the officers and managers of the Surviving Company are authorized in the name of the Merging Corporation or otherwise to take any and all such action.

**8. Amendment; Waiver.** The parties hereto, by mutual consent, may amend, modify or supplement this Agreement to the full extent permitted by Florida law at any time prior to the filing of the Articles of Merger as provided in Section 2 hereof in such manner as may be agreed by them in writing or waive any condition set forth herein.

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IN WITNESS WHEREOF, the Surviving Company and the Merging Corporation have each caused this Agreement to be executed by their respective duly authorized officers as of the date first written above.

Sky Air Transport, Inc.

By: [Signature]  
Name: Valeria Guzman  
Title: President

Sky Air Transport, LLC

By: [Signature]  
Name: ~~PRESIDENT~~ ANETTE YELIN  
Title: PRESIDENT

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT OF**  
**THE SHAREHOLDERS OF SKY AIR TRANSPORT, INC.**

The undersigned constituting all of the shareholders of Sky Air Transport, Inc., a Florida corporation (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporations Act.

**WHEREAS**, the shareholders believe it is in the best interests of the Company to merge the Company into Sky Air Transport, LLC, a Florida limited liability company, in accordance with the terms of that certain Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), whereby Sky Air Transport, LLC shall be the surviving company;

**NOW THEREFORE, BE IT RESOLVED**, that the proper directors and officers of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents and certificates as may, in their discretion, be deemed necessary or desirable to consummate the merger between the Company and Sky Air Transport, LLC in accordance with the terms of the Plan of Merger, including, without limitation, preparing, executing and filing with the State of Florida the Plan of Merger and any and all other documents necessary to merge the Company into Sky Air Transport, LLC;

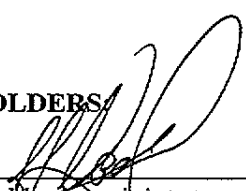
**BE IT FURTHER RESOLVED**, that all acts and doings of the directors and officers of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company;

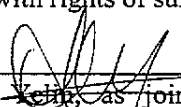
**BE IT FURTHER RESOLVED**, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

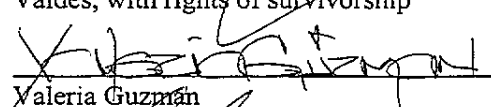
**BE IT FURTHER RESOLVED**, that an executed copy of this written consent shall be placed in the Company's minute book.

Dated: December 26, 2001

**SHAREHOLDERS**

  
\_\_\_\_\_  
Jose T. Valdes, as joint tenant with Anette Yelin, with rights of survivorship

  
\_\_\_\_\_  
Anette Yelin, as joint tenant with Jose T. Valdes, with rights of survivorship

  
\_\_\_\_\_  
Valeria Guzman

  
\_\_\_\_\_  
Alvaro Jose Marquez

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED



**UNANIMOUS WRITTEN CONSENT OF**  
**THE DIRECTORS OF SKY AIR TRANSPORT, INC**

The undersigned constituting all of the directors of Sky Air Transport, Inc., a Florida corporation (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporations Act.

**WHEREAS**, the directors believe it is in the best interests of the Company to merge with and into Sky Air Transport, LLC, a Florida limited liability company, in accordance with the terms of that certain Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), whereby Sky Air Transport, LLC shall be the surviving company;

**NOW THEREFORE, BE IT RESOLVED**, that the proper officers of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents and certificates as may, in their discretion, be deemed necessary or desirable to consummate the merger between the Company and Sky Air Transport, LLC in accordance with the terms of the Plan of Merger, including, without limitation, preparing, executing and filing with the State of Florida the Plan of Merger and any and all other documents necessary to merge the Company into Sky Air Transport, LLC;


**BE IT FURTHER RESOLVED**, that all acts and doings of the officers of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company;

**BE IT FURTHER RESOLVED**, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

**BE IT FURTHER RESOLVED**, that an executed copy of this written consent shall be placed in the Company's minute book.


Dated: December 26, 2001

**DIRECTORS:**

  
Name: Valeria Guzman

  
Name: Alvaro Jose Marquez

  
Name: Jose T. Warden

  
Name: Anette Felin

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TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN CONSENT OF**  
**THE MANAGERS OF SKY AIR TRANSPORT, LLC**

The undersigned constituting all of the managers of Sky Air Transport, LLC, a Florida limited liability company (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Limited Liability Company Act.

**WHEREAS**, the managers believe it is in the best interests of the Company to enter into a merger with Sky Air Transport, Inc., a Florida corporation, in accordance with the terms of that certain Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), whereby the Company shall be the surviving company;

**NOW THEREFORE, BE IT RESOLVED**, that the proper officers of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents and certificates as may, in their discretion, be deemed necessary or desirable to consummate the merger between Sky Air Transport, Inc. and the Company in accordance with the terms of the Plan of Merger, including, without limitation, preparing, executing and filing with the State of Florida the Plan of Merger and any and all other documents necessary to merge Sky Air Transport, Inc. with and into the Company;

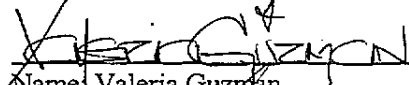
**BE IT FURTHER RESOLVED**, that all acts and doings of the officers of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company;

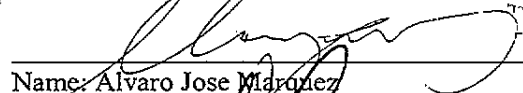
**BE IT FURTHER RESOLVED**, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

**BE IT FURTHER RESOLVED**, that an executed copy of this written consent shall be placed in the Company's minute book.

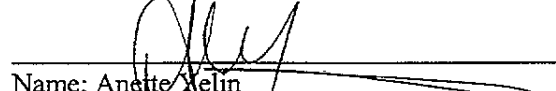
Dated: December 26, 2001

**MANAGERS:**

  
Name: Valeria Guzman

  
Name: Alvaro Jose Martinez

  
Name: Jose T. Valdes

  
Name: Anette Xelin

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TALLAHASSEE, FLORIDA

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**UNANIMOUS WRITTEN CONSENT OF**  
**THE MEMBERS OF SKY AIR TRANSPORT, LLC**

The undersigned constituting all of the members of Sky Air Transport, LLC, a Florida limited liability company (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Limited Liability Company Act.

**WHEREAS**, the members believe it is in the best interests of the Company to enter into a merger with Sky Air Transport, Inc., a Florida corporation, in accordance with the terms of that certain Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), whereby the Company shall be the surviving company;

**NOW THEREFORE, BE IT RESOLVED**, that the proper managers and officers of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents and certificates as may, in their discretion, be deemed necessary or desirable to consummate the merger between Sky Air Transport, Inc. and the Company in accordance with the terms of the Plan of Merger, including, without limitation, preparing, executing and filing with the State of Florida the Plan of Merger and any and all other documents necessary to merge Sky Air Transport, Inc. with and into the Company;

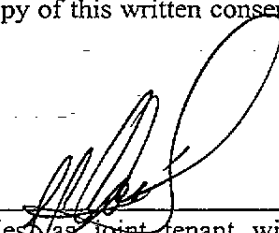
**BE IT FURTHER RESOLVED**, that all acts and doings of the managers and officers of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company;

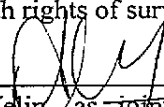
**BE IT FURTHER RESOLVED**, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

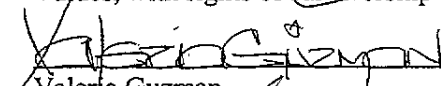
**BE IT FURTHER RESOLVED**, that an executed copy of this written consent shall be placed in the Company's minute book.

Dated: December 26, 2001

**MEMBERS:**

  
\_\_\_\_\_  
Jose T. Valdes, as joint tenant with Anette Yelin, with rights of survivorship

  
\_\_\_\_\_  
Anette Yelin, as joint tenant with Jose T. Valdes, with rights of survivorship

  
\_\_\_\_\_  
Valeria Guzman

  
\_\_\_\_\_  
Alvaro Jose Marquez

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TALLAHASSEE, FLORIDA

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EXHIBIT A  
Managers & Addresses

Valeria Guzman  
Alvaro Jose Marquez  
3028 NW 72nd Ave.  
Miami, FL 33122

Anette Yelin  
Jose T. Valdes  
200 Ocean Lane Dr.  
#607  
Key Biscayne, FL 33149

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