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WAGNER, JOHNSON & ROSENTHAL P.C.
ATTORNEYS AT LAW

SUITE 1200
TOWER PLACE
3340 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1075

ROGER A. KIRSCHENBAUM
OF COUNSEL

(404) 261-0500
FACSIMILE (404) 261-6779

April 9, 2002

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399

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-04/15/02--01105--002
*****50.00 *****50.00

Re: **BUTLER AIR GROUP - FLORIDA, LLC - Articles of Merger**

Dear Madam or Sir:

In connection with the formation of the above-referenced limited liability company, enclosed please find the following:

1. The original and one (1) conformed copy of the Articles of Merger of **BUTLER AIR GROUP- FLORIDA, LLC**;
3. This Firm's check in the amount of \$50.00 representing the fee for filing (\$25.00 per entity) the Articles or Merger.

Please return a filed stamped copy of the Articles of Merger, along with the Certificate of Merger to me in the self-addressed, postage prepaid envelope enclosed.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Roger A. Kirschenbaum, Of Counsel

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 15 PM 2:15

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

BUTLER AIR GROUP, LLC a Georgia entity not qualified in Florida

into

BUTLER AIR GROUP-FLORIDA, LLC, a Florida entity L02000006612

File date: April 15, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2002

ROGER A. KIRSCHENBAUM, OF COUNSEL
WAGNER, JOHNSTON & ROSENTHAL, P.C.
3340 PEACHTREE ROAD, N.E.
ATLANTA, GA 30326-1075

SUBJECT: BUTLER AIR GROUP-FLORIDA, LLC
Ref. Number: L02000006612

We have received your document for BUTLER AIR GROUP-FLORIDA, LLC 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 plan of merger must be attached/included.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 002A00023115

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WAGNER, JOHNSTON & ROSENTHAL, P.C.

ATTORNEYS AT LAW

SUITE 1200
TOWER PLACE
3340 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1075

ROGER A. KIRSCHENBAUM
OF COUNSEL

(404) 261-0500
FACSIMILE (404) 261-6779

April 23, 2002

Department of State
Division of Corporations
Corporate Filings
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Lee Rivers

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DIVISION OF CORPORATIONS
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Re: BUTLER AIR GROUP - FLORIDA, LLC - Articles of Merger

Dear Mr. Rivers:

In connection with the merger of the above-referenced limited liability company and your letter dated April 18, 2002, enclosed please find the following:

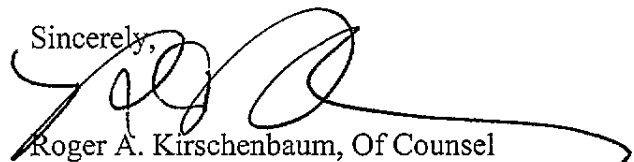
1. Two conformed copies of the Plan of Merger.
2. Your letter dated April 18, 2002 with the copies of the original filing.

We assume that since the original documents were filed and that this is merely a correction, the effective date of the merger will relate back to the original filing. However, even if this is not the case, please complete the merger as quickly as possible. In addition, we assume that the check for \$50.00 was sufficient for all purposes.

Please return a filed stamped copy of the Articles of Merger, along with the Certificate of Merger to me.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Roger A. Kirschenbaum, Of Counsel

Enclosures

ARTICLES OF MERGER
OF
BUTLER AIR GROUP - FLORIDA, LLC
AND
BUTLER AIR GROUP, LLC

BUTLER AIR GROUP - FLORIDA, LLC and BUTLER AIR GROUP, LLC have agreed to merge pursuant to a plan of merger approved in accordance with Ga. Code Ann Section 14-11-903 and F.S. Section 608.438 with BUTLER AIR GROUP - FLORIDA, LLC as the surviving entity in such merger. Accordingly, BUTLER AIR GROUP - FLORIDA, LLC hereby sets forth the following Articles of Merger:

ARTICLE ONE
Plan of Merger

1. The name and jurisdiction of organization or formation of the parties to the merger and the name of the surviving limited liability company is as follows:

BUTLER AIR GROUP - FLORIDA, LLC, a Florida limited liability company
BUTLER AIR GROUP, LLC, a Georgia limited liability company
BUTLER AIR GROUP - FLORIDA, LLC is the surviving entity of this merger

L02-6612
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2. The articles of organization of BUTLER AIR GROUP - FLORIDA, LLC as they existed prior to the merger shall remain in full force and effect and shall not be amended in the merger.

3. The Secretary of State of Georgia is appointed as agent of the surviving entity on whom process in Georgia in any action, suit or proceeding for the enforcement of any obligation of each party to the merger may be served, and a copy of the process is to be mailed to C. David Johnston, Esq., Wagner, Johnston & Rosenthal, P.C., Suite 1200, 3340 Peachtree Road, N.E., Atlanta, Georgia 30326.

4. The terms and conditions of the merger are as follows:

(a) Upon the Effective Date of the merger, each interest in the Georgia Limited Liability Company outstanding immediately prior to the Effective Date shall be cancelled and cash or securities or other property shall be issued in respect thereof.

(b) Upon the Effective Date of the merger, each interest in the Florida Limited Liability Company outstanding immediately prior to the Effective Date shall, on and after the Effective Date, continue unchanged as an interest in the Surviving Entity.

(c) Upon the Effective Date, the separate existence of Georgia Limited Liability Company shall cease, and in accordance with the terms of this Plan, title to any real estate and other property vested in the Georgia Liability Company shall be vested in the Surviving Entity without reversion or impairment; the Surviving Entity shall have all the liabilities of each of the Constituent

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Entities; and any proceeding pending against any Constituent Entity may be continued as if the merger did not occur or the Surviving Entity may be substituted in its place.

An executed plan of merger is on file at the principal place of business of BUTLER AIR GROUP - FLORIDA, LLC located at 1505 Piper Dunes Place, Beach Walker Road, Amelia Island, Florida 32032. A copy of the plan of merger shall be furnished by BUTLER AIR GROUP - FLORIDA, LLC to any member of either BUTLER AIR GROUP - FLORIDA, LLC or BUTLER AIR GROUP, LLC upon request and without cost.

ARTICLE TWO
Statement of Approval of Plan of Merger

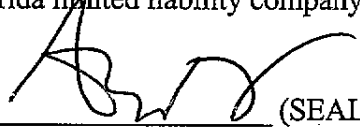
The plan of merger was duly authorized and approved by BUTLER AIR GROUP - FLORIDA, LLC and BUTLER AIR GROUP, LLC in accordance with Ga. Code Ann. Section 14-11-903 and F.S. 608.4381.

ARTICLE THREE
Effective Date of Merger

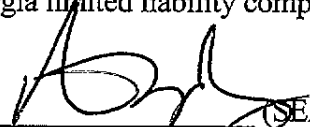
The merger shall be effective upon the acceptance of these articles of merger for filing with the Florida Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be signed in its name and on it behalf by its authorized person, and its seal to be hereunder affixed this 8 day of APRIL, 2002.

BUTLER AIR GROUP - FLORIDA, LLC,
a Florida limited liability company

By:  (SEAL)
Alan W. Butler, its Manager

BUTLER AIR GROUP, LLC
a Georgia limited liability company

By:  (SEAL)
Alan W. Butler, its Manager

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**AGREEMENT AND PLAN OF MERGER
OF**

BUTLER AIR GROUP, LLC

WITH AND INTO

BUTLER AIR GROUP - FLORIDA, LLC

This Agreement and Plan of Merger of BUTLER AIR GROUP, LLC, with and into BUTLER AIR GROUP - FLORIDA is made on this 8 day of APRIL, 2002 (the "Plan"), pursuant to Section 14-11-903 of the Georgia Limited Liability Company Act ("Georgia Act") and Section 608.438, et. seq. of the Florida Limited Liability Company Act ("Florida Act"). Florida Limited Liability Company and Georgia Limited Liability Company, each as hereinafter defined, are hereinafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, BUTLER AIR GROUP - FLORIDA is a Florida limited liability company with offices located at 1505 Piper Dunes Place, Beach Walker Road, Amelia Island, Florida ("Florida Limited Liability Company") and BUTLER AIR GROUP, LLC is a Georgia limited liability company with offices located at 1010 Leadenhal Street, Alpharetta, Georgia 30202 ("Georgia Limited Liability Company"); and

WHEREAS, Section 14-9-903 of the Georgia Act and Section 608.438 of the Florida Act authorize the merger of domestic and foreign limited liability companies; and

WHEREAS, the Members of the Constituent Entities unanimously agree that a merger between the Georgia Limited Liability Company and the Florida Limited Liability Company is advisable and for the benefit of each of the Constituent Entities; and

WHEREAS, the Members of the Constituent Entities have approved the terms of this Plan and the merger contemplated herein by unanimous written consent;

NOW, THEREFORE, BE IT RESOLVED THAT, the terms and conditions of the merger and the mode of carrying the same into effect are and shall be as follows:

1. On the Effective Date, the Georgia Limited Liability Company shall be merged with and into the Florida Limited Liability Company which Florida Limited Liability Company shall be the surviving limited liability company (Florida Limited Liability Company being hereinafter sometimes called the "Surviving Entity"), the existence of the Surviving Entity shall be continued, and thereafter the individual existence of the Georgia Limited Liability Company shall cease.

2. The designation and number of outstanding interests of each of the Constituent Entities are as follows:

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(a) The Florida Limited Liability Company presently has one Member holding an interest of one hundred percent (100%).

(b) The Georgia Limited Liability Company presently has one Member holding an interest of one hundred percent (100%).

3. The merger herein contemplated shall be effective as of the time of filing of this Plan and the related Certificate of Merger by the Secretary of State of Florida (the "Effective Date").

4. The terms and conditions of the merger are as follows:

(a) Upon the Effective Date of the merger, each interest in the Georgia Limited Liability Company outstanding immediately prior to the Effective Date shall be cancelled and no cash or securities or other property shall be issued in respect thereof.

(b) Upon the Effective Date of the merger, each interest in the Florida Limited Liability Company outstanding immediately prior to the Effective Date shall, on and after the Effective Date, continue unchanged as an interest in the Surviving Entity.

(c) Upon the Effective Date, the separate existence of Georgia Liability Company shall cease, and in accordance with the terms of this Plan, title to any real estate and other property vested in the Georgia Liability Company shall be vested in the Surviving Entity without reversion or impairment; the Surviving Entity shall have all the liabilities of each of the Constituent Entities; and any proceeding pending against any Constituent Entity may be continued as if the merger did not occur or the Surviving Entity may be substituted in its place.

5. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said entity according to the terms hereof, the title to any property or rights of the Georgia Liability Company, the last acting Manager of Georgia Liability Company, or the corresponding Manager of the Surviving Entity, shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Plan.

6. The Manager of the Florida Liability Company shall continue to manage the Surviving Entity.

7. From and after the Effective Date, the Certificate of Limited Liability Company of the Georgia Liability Company shall be deemed cancelled, and the Surviving Entity shall continue to be governed by its existing Certificate of Limited Liability Company under the laws of the State of Florida until such Certificate is altered, amended or repealed as provided by law.

8. From and after the Effective Date, the Operating Agreement of Georgia Liability Company shall be deemed terminated, and the Operating Agreement of the Surviving Entity shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger, under seal, all as of the day and year first written above.

BUTLER AIR GROUP - FLORIDA, LLC

By: Heritage International Investments, Limited Partnership

By: Heritage Investment Holdings, Inc., General Partner

By: 

Its: President

BUTLER AIR GROUP, LLC

By: 

Alan W. Butler

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