

LD3000040246

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000328942 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AND
FILED
03 DEC -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -3 PM 3:52
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EIGHT TWENTY-FOUR, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$96.25

\$90.00

12-4-03

Electronic Filing Menu

Corporate Filing

Public Access Help

11030000328942

6

ARTICLES OF MERGER

The following Articles of Merger are executed this 3 day of Dec, 2003, 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 each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. EIGHT TWENTY-FOUR, LLC 111 NE 1 st Street 8 th Floor Miami, FL 33132	Fla.	Limited Liability Company
2. 824 CORP. 111 NE 1 st Street 8 th Floor Miami, FL 33132	Fla.	Corporation

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

Name and Street Address	Jurisdiction	Entity Type
EIGHT TWENTY-FOUR, LLC 111 NE 1 st Street 8 th Floor Miami, FL 33132	Fla.	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section (s) 607.1108 and 608.438(3), Florida Statutes, and was approved by each domestic corporation, and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the Florida corporation and Florida limited liability company which are parties to the merger in accordance with applicable Florida law.

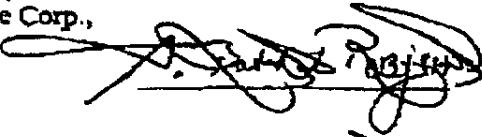
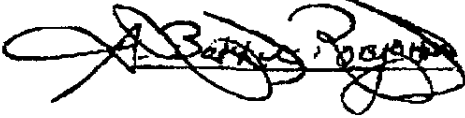
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any agreement to which 824 CORP. is a party (nor its bylaws or articles of incorporation), nor any agreement to which EIGHT TWENTY-FOUR, LLC is a party (nor the regulations or articles of organization of EIGHT TWENTY-FOUR, LLC).

SIXTH: The merger shall become effective as of the date of the Articles of Merger are filed with Florida Department of State

03 DEC -3 AM 9:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11030000328942

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Individual Signature(s)</u>	<u>Typed or Printed Name of</u>
EIGHT TWENTY-FOUR, LLC By: Aerospace Finance Corp., Manager By:		Anne Batchelor-Robjohns, Vice President
824 CORP.		Anne Batchelor-Robjohns, Secretary

AND
FILED
03 DEC -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER AGREEMENT is made and entered into this 3 day of Per, 2003 by and between EIGHT TWENTY-FOUR, LLC, a Florida limited liability company and 824 CORP., a Florida corporation, pursuant to Sections 608.438(3)-608.438(4) of the Florida Limited Liability Company Act and Sections 607.1108 and 607.11101 of the Florida Business Corporation Act.

WITNESSETH:

WHEREAS, EIGHT TWENTY-FOUR, LLC and 824 CORP. (hereinafter sometimes collectively referred to as the "Companies") are Florida business entities with their respective corporate offices located in Miami-Dade County, Florida; and

WHEREAS, EIGHT TWENTY-FOUR, LLC and 824 CORP. intend to merge for state law purposes and for federal income tax purposes; and

WHEREAS, the Companies intend to accomplish their merger through a statutory merger of 824 CORP. into EIGHT TWENTY-FOUR, LLC, with EIGHT TWENTY-FOUR, LLC, as the surviving entity, which shall operate as a single member limited liability company/disregarded entity for federal income tax purposes under the Internal Revenue Code;

WHEREAS, the name of the surviving entity shall be "EIGHT TWENTY-FOUR, LLC";

NOW, THEREFORE, in consideration of the premises and mutual covenants herein set forth, the parties agree, as their Plan of Merger pursuant to Sections 608.438(3)-608.438(4), Fla. Stat. (2003) and Sections 607.1108 and 607.11101 (2003) as follows:

1. Recitals. All of the recitals hereinabove set forth are true and correct.
2. Name of Each Entity Planning to Merge and Name of Surviving Entity.

FILED
03 DEC -3 AM 9:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

A. Surviving Entity: EIGHT TWENTY-FOUR, LLC, a Florida limited liability, will be the surviving entity and its name, effective upon the effective time of the merger, shall be "EIGHT TWENTY-FOUR, LLC".

B. Merged Entity: 824 CORP., a Florida corporation, will be merged into 824 LLC.

3. Terms and Conditions of Proposed Merger. The terms and conditions of the merger shall be as follows: 824 CORP. (the "merged entity") shall be merged into EIGHT TWENTY-FOUR, LLC which shall survive the merger (the "surviving entity") and thereafter be known as "EIGHT TWENTY-FOUR, LLC".

4. Manner and Basis of Converting the Shares of the Merged Corporation into Interest in the Surviving Limited Liability Company. The shareholder of the merged entity, 824 CORP., shall receive 100% of the membership interest in the surviving entity, EIGHT TWENTY-FOUR, LLC, in exchange for all of its shares of the merged entity. There will be no other interests in, or shares of the surviving entity issued, nor will there be any cash, property of any kind, rights, other obligations, or other securities of the surviving entity, or any other entity, granted to the shareholder of the merged corporation, or exchanged with the shareholder of the merged corporation for their shares in the merged corporation.

5. Management of Surviving LLC. Management of the surviving entity, EIGHT TWENTY-FOUR, LLC, shall be vested in its manager, AEROSPACE FINANCE CORP., the business address of whom is 111 NE 1st Street, 8th Floor, Miami, FL 33132.

6. Effective Date. This Plan of Merger shall be carried out on, and shall be effective as of the date of filing of the Articles of Merger.

7. Further Action/Authorization. The appropriate officers and Manager of the

FILED
03 DEC -3 AM 9:23
SECRETARY OF STATE
ALACHUA COUNTY, FLORIDA

403000328942

Companies are authorized for and on behalf of and in the name of each of the merged and surviving Companies to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Plan.

8. Miscellaneous. This Plan constitutes the entire Agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto.

9. Governing Law. This Plan shall be governed by the laws of the State of Florida.


10. Benefit. This Agreement shall be binding upon and inure to the benefit of the parties and their assigns.

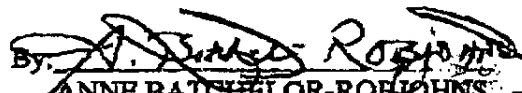
IN WITNESS WHEREOF, the parties have executed this Agreement the day and year first above written.

EIGHT TWENTY-FOUR, LLC

By: Aerospace Finance Corp., Manager

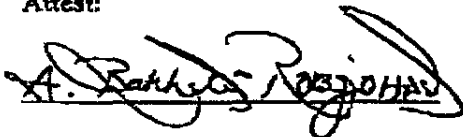
Attest:


ANNE BATCHELOR-ROBINSON,
Secretary

By: 
ANNE BATCHELOR-ROBINSON,
Vice President

824 CORP.

Attest:


ANNE BATCHELOR-ROBINSON,
Secretary

By: 
ANNE BATCHELOR-ROBINSON,
Secretary

03 DEC -3 AM 9:23
SECRETARY OF STATE
HASSEE, FL 0800

AND
FILED

403000328942