

**L03000055395**

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**MERGER OR SHARE EXCHANGE**

**D & K CHARTER, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER -- D & K CHARTER, LLC  
(Limited Liability Company)**

The following articles of merger are submitted in accordance with Section 608.4832, F.S.

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

**EFFECTIVE DATE**  
1-1-04

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
O & B Charter, L.L.C. 14653 West Third Avenue Golden, Colorado 80401	Colorado	Limited Liability Company
Florida Document/Registration Number: n/a		FBI Number: 84-1457907

D & K Charter, LLC 1340 NE 28 <sup>th</sup> Avenue, Suite #128 Pompano Beach, Florida 33062	Florida	Limited Liability Company
Florida Document/Registration Number: L03000055395		FBI Number: None

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

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
D & K Charter, LLC 1340 NE 28 <sup>th</sup> Avenue, Suite #128 Pompano Beach, Florida 33062	Florida	Limited Liability Company
Florida Document/Registration Number: L03000055395		FBI Number: 84-1457907

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**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, F.S., and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

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**FOURTH:** Not applicable.

**FIFTH:** Not applicable.

**SIXTH:** Not applicable.

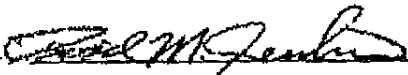

**SEVENTH:** Not applicable.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective on January 1, 2004.

**TENTH:** The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURES FOR EACH PARTY**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed/Printed Name of Individual &amp; Title</u>
D & B Charter, L.L.C. (Colorado Limited Liability Company)		David M. Jenkins, Manager-Member
D & K Charter, LLC (Florida Limited Liability Company)		David M. Jenkins, Manager-Member

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**PLAN OF MERGER**

(Limited Liability Companies - Non-Subsidiaries)

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, F.S., and with the laws of any other applicable jurisdiction of organization:

First: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
D & B Charter, L.L.C.	Colorado
D & K Charter, LLC	Florida

Second: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
D & K Charter, LLC	Florida

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

D & B Charter, L.L.C. is effectuating a transfer of its state of organization from Colorado to Florida by way of a merger with a Florida shell limited liability company pursuant to the reorganization provisions found in Section 721 and elsewhere of the United States Internal Revenue Code. All limited liability company assets and liabilities are being duly transferred over to the surviving Florida LLC pursuant to applicable state and federal laws.

Fourth:

A. The manner and basis of converting the interests, shares, obligations, units or other securities of each merged party into the interests, shares, obligations, units or other securities of the surviving party, in whole or in part, into cash or other property is as follows:

Both limited liability companies are authorized to issue membership units as evidence of ownership. The outstanding units of the Colorado limited liability company, D & B Charter, L.L.C. are owned in the following percentages:

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LLC Member Name	Ownership % - CO LLC	Ownership % - PL LLC
David M. Jenkins	52.4	52.4
Elisabeth T. Bottler	26.6	26.6
David C. Jenkins Custodian Account	10.5	10.5
Nicole A. Jenkins Custodian Account	10.5	10.5

These units are to be converted into units of the surviving limited liability company, D & K Charter, LLC (Florida), on a one-to-one basis, reflecting the same ownership percentages as was in the Colorado limited liability company.

B. The manner and basis of converting rights to acquire the interests, shares, obligations, units or other securities of each merged party into the rights to acquire interests, shares, obligations, units or other securities of the surviving party, in whole or in part, into cash or other property is as follows:

There are no other outstanding rights to acquire interests, shares, obligations, units or other securities of each party to the merger.

Fifth: The name and business address of the manager-member of the surviving limited liability company is as follows:

David M. Jenkins  
1340 NE 28<sup>th</sup> Avenue, Suite #128  
Pompano Beach, Florida 33062

Sixth: All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is incorporated are as follows:

[None]

Seventh: Other provisions, if any, relating to the merger, are as follows:

[None]

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