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*Please maintain April 2, 2004 or the filing date.*  
**Florida Department of State**  
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To:

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 Fax Number : (850) 205 0380

From:

*Angie A. Dreib, Legal Asst.*  
 Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
 Account Number : 075471001363  
 Phone : (305) 374-5600  
 Fax Number : (305) 374-5095

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## MERGER OR SHARE EXCHANGE

**AIR-PRO, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

*29875-127367 90.00*

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APR-06-04 11:30AM FROM-AKERMANN SENTERFITT & EIDSON

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# MEMORY TRANSMISSION REPORT

TIME : APR-02-04 03:29PM  
TEL NUMBER1: +3053745095  
TEL NUMBER2: +3053745095  
NAME : AKERMANN SENTERFITT & EIDSON

FILE NUMBER : 920  
DATE : APR-02 03:27PM  
TO : 0822\*123456789010380\*  
DOCUMENT PAGES : 06  
START TIME : APR-02 03:27PM  
END TIME : APR-02 03:29PM  
SENT PAGES : 06

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\*\*\* SUCCESSFUL TX NOTICE \*\*\*

Division of Corporations

## Florida Department of State Division of Corporations PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS  
Fax Number : (850) 260-0260  
FROM: *John A. Senterfitt, Esq.*  
Firm Name : AKERMANN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001265  
EIN : 1300-252-2500  
Fax Number : (305) 374-5095

## MERGER OR SHARE EXCHANGE

AIR-PRO, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$46.39

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APR-06-04 11:30AM FROM:AKERMAN SENTERFITT & EIDSON

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**ARTICLES OF MERGER  
OF  
AIR-PRO, INC.,  
a Florida Corporation  
WITH AND INTO  
AIR-PRO, LLC,  
a Florida Limited Liability Company**

381438  
L04-24695

Pursuant to the provisions of Sections, 607.1108, 607.1109, 608.438 and 608.4382 of the Florida Statutes, Air-Pro, Inc., a Florida corporation, and Air-Pro, LLC, a Florida limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- (i) Air-Pro, Inc., a Florida corporation (the "Company"), and
- (ii) Air-Pro, LLC, a Florida limited liability company ("the Surviving Entity").

2. The Company is hereby merged with and into the Surviving Entity and the separate existence of the Company shall cease. The Surviving Entity is the surviving entity in the Merger. A form of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the Shareholders of the Company by joint unanimous written consent in lieu of holding special meetings of even date herewith, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the sole member of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Florida.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

The mailing address of the Surviving Entity's principal office under the laws of Florida is 6900 NW 52<sup>nd</sup> Street, Miami, Florida 33166.

[SIGNATURES TO THIS AGREEMENT ARE CONTINUED ON THE FOLLOWING PAGE]

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The parties have caused these Articles of Merger to be executed on March 31, 2004.

**MERGING CORPORATION:**

**AIR-PRO, INC., a Florida corporation**

By: B.R. Caserta  
Bernard R. Caserta, President

**SURVIVING ENTITY:**

**AIR-PRO, LLC**, a Florida limited liability company

By: AERO MAINTENANCE GROUP, LLC

By: AT HOLDINGS, LLC, a Florida limited liability company, its Authorized Representative

By: [Signature]  
Name: Benito Quevedo  
Title: Manager

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APR-06-04 11:31AM FROM-AKerman SENTERFITT & EIDSON

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

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SECRETARY OF STATE  
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Exhibit "A"

## **PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted and approved as of March 31, 2004 between **AIR-PRO, INC.**, a Florida corporation, (sometimes hereinafter defined as the "Company") and **AIR-PRO, LLC**, a Florida limited liability company (sometimes hereinafter defined as the "Surviving Entity").

## **RECITALS**

The board of directors and shareholders of the Company and the sole member of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective shareholders and member that the Company be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth herein.

## **ARTICLE I**

### **The Merger**

At the Effective Time (as defined in Article V hereof), the Company shall be merged with and into the Surviving Entity in accordance with the Florida Business Corporation Act, as amended, and the Florida Limited Liability Company Act, as amended, and the separate existence of the Company shall cease and the Surviving Entity shall thereafter continue as the surviving company ("Surviving Company") under the laws of the State of Florida.

## **ARTICLE II**

### **The Surviving Company**

A. At the Effective Time, the Articles of Organization of the Surviving Entity ("Articles of Organization"), as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company.

B. At the Effective Time, the Limited Liability Company Operating Agreement of the Surviving Entity ("Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Company.

C. At the Effective Time, the officers of the Surviving Entity shall be the officers of the Surviving Company until their successors are appointed and have been qualified.

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**ARTICLE III**  
**Manner and Basis of Converting Shares**

A. At the Effective Time, the outstanding shares of capital stock of the Company (the "Company Capital Stock"), which shall be issued and outstanding (other than shares held in treasury) shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled without any further action and the shareholders shall receive the consideration as set forth in that certain Agreement and Plan of Merger dated as of the date hereof.

B. At the Effective Time, each share of Company Capital Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Capital Stock, to the extent that any such rights exist, which shall be issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

**ARTICLE IV**  
**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and the Surviving Entity shall vest in the Surviving Company, and all liabilities and obligations of the Company and the Surviving Entity shall become liabilities and obligations of the Surviving Company.

**ARTICLE V**  
**Effective Time**

As used in this Plan of Merger, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida, with respect to the Merger.

**ARTICLE VI**  
**Name and Address of the Managing Member**

The name of the sole managing member is AERO MAINTENANCE GROUP, LLC, a Florida limited liability company, and its address is 2200 N.W. 84th Avenue, Miami, Florida 33122.

[END OF DOCUMENT]

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA