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DATE: 10-07-05

NAME: 767 AIRCRAFT ONE, INC */LLC*

TYPE OF FILING: MERGER

COST: ~~\$35~~ \$25 + \$30 = *\$90*

RETURN: CERTIFIED COPY

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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**ARTICLES OF MERGER
OF 767 AIRCRAFT ONE, INC.
WITH AND INTO 767 AIRCRAFT ONE, LLC**

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The following articles of merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
767 Aircraft One, Inc. 7100 TPC Drive Suite 100 Orlando, Florida 32822	State of Florida	Corporation

Florida Document/Registration Number: P04000157369

FEI Number: 201895111

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
767 Aircraft One, LLC 7100 TPC Drive Suite 100 Orlando, Florida 32822	State of Florida	Limited Liability Company

Florida Document/Registration Number: L05000095119

FEI Number: 203562018

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

FOURTH: 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.

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

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

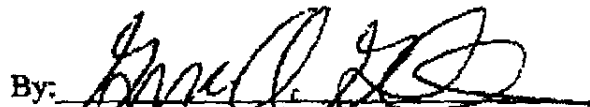
SEVENTH: Signatures for each party:

767 AIRCRAFT ONE, INC.:

By: 
Todd A. Hunter
Corporate Treasurer

767 AIRCRAFT ONE, LLC:

By: CARGO AIRCRAFT
MANAGEMENT, INC., Sole Member:

By: 
George A. Golder
Corporate Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of October 6, 2005, by and between 767 Aircraft One, Inc., a Florida corporation ("767 Corporation"), and 767 Aircraft One, LLC, a Florida limited liability company ("767 LLC", together with 767 Corporation, the "Constituent Entities").

RECITALS:

WHEREAS, 767 Corporation is a corporation organized under the Florida Business Corporation Act, as amended (the "FBCA");

WHEREAS, 767 LLC is a limited liability company organized under the Florida Limited Liability Company Act, as amended (the "FLLCA");

WHEREAS, Both 767 Corporation and 767 LLC are wholly owned subsidiaries of Cargo Aircraft Management, Inc., a Florida corporation ("CAM");

WHEREAS, the Board of Directors and sole shareholder of 767 Corporation have adopted and approved this Agreement and determined that it is advisable, desirable and in the best interests of 767 Corporation that 767 Corporation merge with and into 767 LLC for the purposes of converting 767 Corporation, a Florida corporation, into a Florida limited liability company treated as a partnership for federal income tax purposes, with 767 LLC being the survivor (the "Surviving Entity"), in the manner and upon the terms and conditions hereinafter set forth; and

WHEREAS, CAM, in its capacity as the sole member of 767 LLC, has adopted and approved this Agreement and determined that it is advisable, desirable and in the best interests of 767 LLC that 767 Corporation merge with and into 767 LLC, and that 767 LLC shall be the Surviving Entity, in the manner and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, 767 Corporation and 767 LLC hereby agree as follows:

1. Merger. At the Effective Time (as hereinafter defined), 767 Corporation shall be merged with and into 767 LLC in accordance with the applicable provisions of the FBCA and the FLLCA (the "Merger"), with 767 LLC being the survivor. The separate existence of 767 Corporation shall cease at the Effective Time, and the separate existence of 767 LLC with all its rights, privileges, immunities and powers shall continue unaffected and unimpaired by the Merger.

2. Effective Time. The Merger shall become effective as of the date and time (the "Effective Time") set forth in the Articles of Merger in the form attached hereto as Exhibit A (the "Articles of Merger"). The Constituent Entities shall cause the Articles of Merger to be filed with the Florida Department of State.

3. Effect of the Merger. At the Effective Time, by virtue of the Merger and without any action on the part of 767 LLC, 767 Corporation or CAM (as the sole member of 767 LLC and the sole shareholder of 767 Corporation), other than the filing of the Articles of Merger as contemplated by Section 2 hereof, the outstanding common stock of 767 Corporation shall be cancelled and extinguished and CAM shall remain the sole member of 767 LLC.

4. Articles of Organization. At the Effective Time, the Articles of Organization of 767 LLC shall become the Articles of Organization for the Surviving Entity. The Articles of Organization of the Surviving Entity shall not be altered, amended or repealed except as therein provided or as provided by the FLLCA.

5. Rights and Obligations of Surviving Entity. At and after the Effective Time, 767 Corporation shall be merged with and into the Surviving Entity; the separate existence of 767 Corporation shall cease; title to all real and personal property, and all other property, or any interest therein owned by 767 Corporation shall be vested in the Surviving Entity, without reversion or impairment; the Surviving Entity shall be responsible and liable for all the liabilities and obligations of 767 Corporation; any existing claim or proceeding, pending by or against 767 Corporation, may be continued as if the Merger did not occur, or the Surviving Entity may be substituted in the proceeding for 767 Corporation; and neither the rights of creditors nor any lien upon the property of 767 Corporation shall be impaired by the Merger. The Surviving Entity shall have all of the rights, privileges, immunities, powers and franchises (whether public or private) of each of the Constituent Entities, and be subject to all the duties and liabilities of a limited liability company organized under the FLLCA.

6. Further Action. Each of the Constituent Entities shall take or cause to be taken all action, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger pursuant to this Agreement.

7. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Florida, without giving effect to principles of conflicts of laws.

8. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one and the same instrument.

The Constituent Entities have caused this Agreement to be executed and delivered by their duly authorized representatives.

767 AIRCRAFT ONE, INC.

By 

Name: Todd Hunter

Title: Corporate Treasurer

767 AIRCRAFT ONE, LLC

By Cargo Aircraft Management, Inc.
Its sole member

By 

Name: CORRIE A. GAULT

Title: CORPORATE SECRETARY

The managing-member of 767 AIRCRAFT ONE, LLC is

CARGO AIRCRAFT MANAGEMENT, INC.
7100 TPC Drive, Suite 100
Orlando, FL 32822