

09/14/2010 TUE 9:48 FAX 305789201 FOWLER WHITE BURNETT P.A.

Division of Corporations

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L. SELLERS

SEP 16 2010

From: Account Name : FOWLER WHITE BURNETT P.A.
Account Number : 071250001512
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EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: irodman@fowler-white.com

MERGER OR SHARE EXCHANGE
AA ACQUISITIONS, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF MERGER
OF
FERRELL HANGAR GROUP, LLC,
WITH AND INTO
AA ACQUISITIONS, LLC**

Pursuant to the provisions of Sections 608.438, 608.4381 and 608.4382, Florida Statutes, these Articles of Merger provide that:

1. The name, street address of its principal office, jurisdiction and entity type of the merging party are as follows: FERRELL HANGAR GROUP, LLC, a Florida limited liability company (the "Merging Entity"), 25 West Flagler Street, 6th Floor, Miami, Florida 33130.
2. The name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows: AA ACQUISITIONS, LLC, a Florida limited liability company (the "Surviving Entity"), 25 West Flagler Street, 6th Floor, Miami, Florida 33130.
3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved and adopted by the Merging Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes by written consent of its Member and Manager dated as of September 10, 2010.
4. The Plan of Merger was approved and adopted by the Surviving Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes by written consent of its Members and Manager dated as of September 10, 2010.
5. The merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida.
6. The Surviving Entity is deemed to have appointed the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding

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to enforce any obligation or rights of any dissenting members of each limited liability company that is a party to the merger.

7. The Surviving Entity has agreed to promptly pay to the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statutes, Section 608.4384.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their respective authorized Managers as of September 10, 2010.

Merging Entity:

PERRELL HANGAR GROUP, LLC,
a Florida limited liability company

By: AA ACQUISITIONS MANAGER, LLC,
a Florida limited liability company,
as Manager

By: 
Stephen Gans, as Manager

Surviving Entity:

AA ACQUISITIONS, LLC,
a Florida limited liability company

By: AA ACQUISITIONS MANAGER, LLC,
a Florida limited liability company,
as Manager

By: 
Stephen Gans, as Manager

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STATE OF FLORIDA)

) :ss

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th day of September, 2010, by Stephen Gans, as Manager of AA ACQUISITIONS MANAGER, LLC, a Florida limited liability company, as Manager of FERRELL HANGAR GROUP, LLC, a Florida limited liability company, ☒ who is personally known to me or ☐ who has produced _____ as identification.

N. Franco
 Notary Public, STATE OF FLORIDA
 Print Name: Noemi Franco
 My Commission Expires: 03/9/2014

STATE OF FLORIDA)

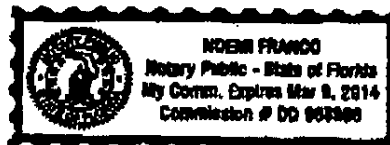
) :ss

COUNTY OF MIAMI-DADE)



The foregoing instrument was acknowledged before me this 10th day of September, 2010, by Stephen Gans, as Manager of AA ACQUISITIONS MANAGER, LLC, a Florida limited liability company, as Manager of AA ACQUISITIONS, LLC, a Florida limited liability company, ☒ who is personally known to me or ☐ who has produced _____ as identification.

N. Franco
 Notary Public, STATE OF FLORIDA
 Print Name: Noemi Franco
 My Commission Expires: 03/9/2014



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EXHIBIT "A"**PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") is made as of the 10th day of September, 2010, by and between FERRELL HANGAR GROUP, LLC, a Florida limited liability company (the "Merging Entity"), and AA ACQUISITIONS, LLC, a Florida limited liability company (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity was formed in the State of Florida on April 4, 2006, and is a manager-managed limited liability company. All of the membership interests in the Surviving Entity are owned by Loka Lease, LLC, a Florida limited liability company (50%) and Opa-Loco, LLC, a Florida limited liability company (50%);

WHEREAS, the Merging Entity was formed in the State of Florida on June 15, 2004, and is a manager-managed limited liability company. All of the membership interests in the Merging Entity are owned by AA Acquisitions, LLC, a Florida limited liability company (100%); and

WHEREAS, the Member of the Merging Entity and the Members of the Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted resolutions as of September 10, 2010, which provide that pursuant to the applicable provisions of the Florida Limited Liability Company Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. **RECITALS.** The recitals hereinabove are true and correct and are incorporated herein.

2. **AGREEMENT TO MERGE.** The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. **NAME OF SURVIVING ENTITY.** The name of the Surviving Entity shall be AA ACQUISITIONS, LLC.

4. **ARTICLES OF ORGANIZATION.** The Articles of Organization of the Surviving Entity in effect on the Effective Date shall be the Articles of Organization of said Surviving Entity and shall continue in full force and effect.

5. **OPERATING AGREEMENT.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the merger will be the Operating Agreement of said Surviving Entity and will continue in full force and effect.

6. **MANAGEMENT BY MANAGER.** The Manager of the predecessor manager-managed limited liability company, shall continue to manage the Surviving Entity as a manager-managed limited liability company after the merger. The name and address of the Manager are as follows: AA Acquisitions Manager, LLC, 25 West Flagler Street, 6th Floor, Miami, Florida 33130.

7. **MODE OF EFFECTING MERGER.** The mode of carrying said merger into effect, and the manner and basis of converting the membership interests of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

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Since the assets of the Merging Entity constitute an additional capital contribution to the Surviving Entity by AA Acquisitions, LLC, which is the sole member of the Merging Entity, no new membership certificates need be issued by the Surviving Entity to reflect the ownership interest of the member of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the sole member of the Merging Entity shall surrender its membership certificate to the Surviving Entity and such certificate shall be canceled. The then outstanding membership interests of the Surviving Company shall continue thereafter to constitute all of the outstanding membership interests in the Surviving Entity.

8. **ADOPTION OF PLAN.** Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by the Members of the Surviving Entity and by the Member of the Merging Entity.

9. **EXECUTION OF DOCUMENTS.** In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Limited Liability Company Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. **AUTHORIZATION OF MEMBERS AND MANAGERS.** The Manager of the Merging Entity and the Manager of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. **EFFECTIVE DATE.** This Plan shall become effective on the close of business on September 15, 2010 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

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12. RIGHT TO ABANDON MERGER. The Member of the Merging Entity and the Members of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by their respective Managers, who are duly authorized by the respective Members of the Constituent Entities.

MERGING ENTITY:

FERRELL HANGAR GROUP, LLC, a
Florida limited liability company

By: **AA ACQUISITIONS MANAGER, LLC,**
a Florida limited liability company,
as Manager

By: 
Stephen Gans, as Manager

SURVIVING ENTITY:

AA ACQUISITIONS, LLC,
a Florida limited liability company

By: **AA ACQUISITIONS MANAGER, LLC,**
a Florida limited liability company,
as Manager

By: 
Stephen Gans, as Manager

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