

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>**L07000061290**

**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.

(((H07000166058 3)))



H070001660583ASC0

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

07 JUN 26 AM 9:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE

apollo aviation group, llc

Certificate of Status	0
Certified Copy	0
Page Count	107
Estimated Charge	\$105.00

50.00

RECEIVED
07 JUN 26 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

H0700016058

(10)

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Apollo Aviation Group, LLC	Florida	LLC
Sanibel Aerospace Components, LLC	Delaware	LLC

07 JUN 2008
 9:49
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

L07-61290
M03-2088

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Apollo Aviation Group, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

1 of 6

H0700016058

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to not more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4391-608.4395, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 45.181, F.S., are as follows:

Street address:

Mailing address:

FILED
07 JUN 26 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

403

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Sanibel Aerospace Components, LLC		William D. Hoffman
Apollo Aviation Group, LLC		William D. Hoffman

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional):	\$30.00
-----------------------------------	---------

3 of 6

FILED
07 JUN 26 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Sanibel Aerospace Components, LLC	Delaware	LLC
Apollo Aviation Group, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Apollo Aviation Group, LLC	Florida	LLC

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

All of the assets and liabilities of Sanibel Aerospace Components, LLC (Sanibel) were transferred to Apollo Aviation Group, LLC (Apollo) and a Delaware certificate of merger was issued on 6/12/07. The members of both LLCs are identical and the merger is being effected for the sole purpose of having the resulting company being a Florida LLC.

(Attach additional sheet if necessary)

FILED
07 JUN 26 AM 9:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WMA

FOURTH:

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

NONE. The two members of the merged and surviving limited
liability companies and their percentage interests are identical
and will remain identical after the merger.

(Attach additional sheet if necessary)

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

NONE. See A, above.

(Attach additional sheet if necessary)

5 of 6

FILED
07 JUN 26 AM 9:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

2904

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

(Attach additional sheet if necessary)

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

A copy of the Certificate of Merger from the State of Delaware is attached hereto.

(Attach additional sheet if necessary)

6 of 6

FILED
01 JUN 26 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AKG

Delaware

PAGE 1

The First State

I, **HARRIET SMITH WINDSOR**, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SANTIBEL AEROSPACE COMPONENTS, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "APOLLO AVIATION GROUP, LLC" UNDER THE NAME OF "APOLLO AVIATION GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF JUNE, A.D. 2007, AT 3:29 O'CLOCK P.M.

07 JUN 26 AM 9:49
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

4369284 8100M

0707000085

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5752937

DATE: 06-13-07

8004

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:44 PM 06/22/2007
 FILED 03:23 PM 06/22/2007
 SRV 070700085 - 3577316 FILE

**STATE OF DELAWARE
 CERTIFICATE OF MERGER OF A
 DOMESTIC LIMITED LIABILITY COMPANY INTO
 A FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Apollo Aviation Group, LLC, a Foreign Limited Liability Company.

Second: The jurisdiction in which this Limited Liability Company was formed is Florida.

Third: The name of the Limited Liability Company being merged into the Limited Liability Company is Sanibel Aerospace Components, L.L.C., a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Limited Liability Company is Apollo Aviation Group, LLC.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign limited Liability Company and the address thereof is 868 Brickell Avenue, Suite 900, Miami, FL 33131.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is Registration Section Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.

FILED
 07 JUN 26 AM 9:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

504

TOTAL P.10

8502456897

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to
be signed by its authorized person, this 31st day of May
A.D. 2007

By: [Signature]
Authorized Person

Name: William D. Hoffman
Print or type

FILED
07 JUN 26 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8502456897

[Signature]