

# Florida Department of State

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## MERGER OR SHARE EXCHANGE WCJ, LLC

| Certificate of Status | 1       |
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### CERTIFICATE OF MERGER

Pursuant to the provisions of Florida Statutes, the undersigned limited liability companies hereby deliver this Certificate of Merger for the purposes of merging WTH AVIATION, LLC, a Florida limited liability company ("WTH Aviation"), into WCJ, LLC, a Florida limited liability company ("WCJ").

- 1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to this Certificate of
- 2. The Plan was approved by WTH Aviation and WCJ in accordance with the applicable provisions of Florida Statutes.
- 3. The merger shall become effective upon the filing of this Certificate of Merger.

WTH AVIATION, LLC, a Florida limited liability company

Ву: Name: Title: Manager Date:

WCJ, LLC,

a Florida limited liability company

By: Name: Martin H. Hiller Title: Date:

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### Exhibit A

[Attach Plan of Merger]

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#### PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by WTH Aviation, LLC, a Florida limited liability company ("WTH Aviation"), and WCJ, LLC, a Florida limited liability company ("WCJ"), for the purpose of merging WTH Aviation into WCJ pursuant to Florida Statutes. WCJ is sometimes referred to herein as the "Surviving Entity".

- 1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), WTH Aviation will be merged with and into WCJ pursuant to and in accordance with the provisions of Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of WTH Aviation will cease and WCJ, as the Surviving Entity, will be fully vested in the rights, privileges and assets of WTH Aviation, and will be responsible for the debts, liabilities and obligations of WTH Aviation.
- 2. Treatment of Membership Interests. The membership interests of WCJ issued and outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. The membership interests of WTH Aviation issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.
- 3. Management of the Surviving Entity. Following the Merger, the Surviving Entity will be a manager-managed company within the meaning of Florida Statutes, and Martin H. Hiller will be the sole manager of the Surviving Entity. The Operating Agreement of WCJ will be the Operating Agreement of the Surviving Entity after the Merger.
- 4. <u>Effective Time</u>. The Merger shall be effective when the Certificate of Merger is filed with the Florida Department of State,