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B. KOHR

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EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 02/28/2011

REF. #: 000409.143178

CORP. NAME: FLITE COMPONENTS, LLC

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- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 538720 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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**CERTIFICATE OF MERGER  
OF  
FLITE COMPONENTS, LLC  
a Florida Limited Liability Company  
WITH AND INTO  
AMERICAN COMPOSITES, LLC  
a Florida Limited Liability Company**

Pursuant to the provisions of the Florida Limited Liability Company Act, the following certificate of merger (the "Articles of Merger") have been duly adopted and are submitted to merge the following limited liability companies in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, jurisdiction and entity type for each merging entity (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Flite Components, LLC	Florida	LLC

*L050001 20211*

**SECOND:** The exact name, jurisdiction and entity type of the surviving entity (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
American Composites, LLC	Florida	LLC

**THIRD:** As of the filing of these Articles of Merger with the Department of State of the State of Florida, Division of Corporations (the "Effective Date"), the Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease (the "Merger"). The Surviving Company is the surviving entity in the Merger. A copy of the plan of merger (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

**FOURTH:** The Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FIFTH:** The Plan of Merger was approved by the Surviving Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.


**SIXTH:** The Surviving Company's Articles of Organization and Operating Agreement shall be the Articles of Organization and Operating Agreement of the Surviving Company as of the Effective Date of the Merger.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties through their duly appointed and authorized representatives have executed and delivered these Articles of Merger as of February 28, 2011.

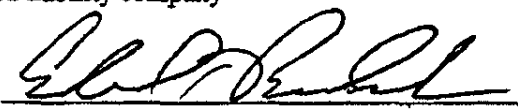
**MERGING COMPANY:**

**FLITE COMPONENTS, LLC**, a Florida limited liability company

By:   
Edward Broadmeadow, Vice President  
Finance and Legal Affairs

**SURVIVING COMPANY:**

**AMERICAN COMPOSITES, LLC**, a Florida limited liability company

By:   
Edward Broadmeadow, Vice President  
Finance and Legal affairs

## EXHIBIT A

### PLAN OF MERGER

**THIS PLAN OF MERGER** (the "Plan") is made and entered into as of February 28 2011, by and between Flite Components, LLC, a Florida limited liability company (the "Merging Company"), and American Composites, LLC, a Florida limited liability company (the "Surviving Company").

#### WITNESSETH:

**WHEREAS**, the Merging Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida;

**WHEREAS**, the Surviving Company is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, in accordance with the duly authorized actions of the sole Member of the Surviving Company and the sole Member of the Merging Company, the Merging Company and the Surviving Company have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Plan and in accordance with applicable law.

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Company hereby agree as follows:

1. **MERGER.** On the Effective Date (as defined below), the separate existence of the Merging Company shall cease and the Merging Company shall be merged into the Surviving Company in accordance with the Florida Limited Liability Company Act and upon the terms and conditions set forth in this Plan. As of the Effective Date the Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company as of the Effective Date. All and every other property and interest of the Merging Company shall be the property and interests of the Surviving Company to the same extent as the Merging Company. All debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. **CONSTITUENT DOCUMENTS.** As a result of the Merger and on the Effective Date, the constituent documents of the Surviving Company shall be as follows:

(a) **Articles of Organization.** The Articles of Organization of the Surviving Company (the "Articles of Organization"), shall continue as the Articles of Organization of the Surviving Company.

(b) **Operating Agreement.** The Limited Liability Company Operating Agreement of the Surviving Company, shall continue in full force and effect with respect to the Surviving Company.

3. **CONVERSION OF MEMBERSHIP INTEREST.** On the Effective Date, each membership interest of the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor. The membership interest of the Surviving Company issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

4. **APPROVAL.** The Merger contemplated by this Plan has been adopted and approved by the sole Member of the Merging Company and by the sole Member of the Surviving Company, by written consent dated February 28, 2011.

5. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").


6. **AMENDMENTS.** This Plan shall not be amended without the prior written consent of the sole Member of the Merging Company and the sole Member of the Surviving Company.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the parties have caused this Plan to be entered into as of the date first above written through their duly appointed and authorized representatives.


**MERGING COMPANY:**

**FLITE COMPONENTS, LLC**, a Florida limited liability company

By:   
Edward Broadmeadow, Vice President  
Finance and Legal Affairs

**SURVIVING COMPANY:**

**AMERICAN COMPOSITES, LLC**, a Florida limited liability company

By:   
Edward Broadmeadow, Vice President  
Finance and Legal Affairs