

DEC. 31. 2007 4:05PM ions C S C

L13835

NO. 198

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

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2007 DEC 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Advanced Air International, Inc.	Florida	L13836

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <u>(If known/ applicable)</u>
<u>Advanced Air Mid-America, Inc.</u>	<u>Florida</u>	<u>P94000051762</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
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Fourth: The merger shall become effective on the date the Articles of Manger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 28, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 28, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 28, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Dale L. Bell, President

Larry A. Bell, Secretary & Treasurer

Steven M. Bell, Vice President

Dale L. Bell, President

Larry A. Bell, Secretary & Treasurer

Steven M. Bell, Vice President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Advanced Air International, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Advanced Air Mid-America, Inc.

Florida

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

All assets and liabilities of the merging entity shall become the assets and liabilities of the surviving entity.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of the merging corporation shall be canceled.

(Attach additional sheets if necessary)