



THE UNITED STATES
CORPORATION
COMPANY

L144438

ACCOUNT NO. : 072100000032

REFERENCE : 029640 4381472

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 029640-005

CUSTOMER NO: 4381472

CUSTOMER: Douglas E. Starcher, Esq
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

merger

500002685785--9

ARTICLES OF MERGER

AVIATION INVESTORS, INC.

INTO

SIMCOM INTERNATIONAL, INC.

FILED
98 NOV 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

ALR

11/13/98

RECEIVED
98 NOV 12 AM 11:25

ARTICLES OF MERGER
Merger Sheet

MERGING:

AVIATION INVESTORS, INC., a Florida corporation L73190

INTO

SIMCOM INTERNATIONAL, INC., a Florida corporation, L14438.

File date: November 12, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

**Aviation Investors, Inc.
(a Florida corporation)**

**WITH AND INTO
SimCom International, Inc.
(a Florida corporation)**

FILED
98 NOV 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, these Articles of Merger provide that:

1. Aviation Investors, Inc., a Florida corporation ("Aviation"), shall be merged with and into SimCom International, Inc., a Florida corporation ("SimCom"), which shall be the surviving corporation.

2. The merger shall become effective as of 11:59 p.m. on November 12, 1998.

3. The terms and conditions of the proposed merger and the manner of canceling the 117,240 shares of Common Stock of SimCom owned by Aviation and the manner of canceling the 760,000 shares of Series A Preferred Stock of SimCom owned by Aviation and the manner of issuing 117,240 shares of Common Stock to James Gibson and the manner of issuing 760,000 shares of Series A Preferred Stock to James Gibson, the sole shareholder of Aviation, is set forth in the Agreement and Plan of Merger dated effective as of November 6, 1998, pursuant to which Aviation shall be merged with and into SimCom (the "Merger"), which is attached hereto as Exhibit "A" (the "Plan of Merger").

4. Shareholder approval of the Merger was not required, as each shareholder of SimCom, the surviving corporation, whose shares were outstanding immediately prior to the effective date of the merger, will hold, immediately after the merger, the same number of shares, with identical designations, preferences, limitations, and relative rights.

5. The Plan of Merger was adopted by the Board of Directors of SimCom on November 6, 1998 by unanimous written consent.

6. The Plan of Merger was adopted by the Board of Directors and Shareholders of Aviation on November 6, 1998 by unanimous written consent.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Aviation and SimCom by their authorized officers as of November 6, 1998.

Aviation Investors, Inc.

SimCom International, Inc.

By: _____
James E. Gibson, Vice President

By: 
Walter W. David, President

ARTICLES OF MERGER

OF

**Aviation Investors, Inc.
(a Florida corporation)**

WITH AND INTO

**SimCom International, Inc.
(a Florida corporation)**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, these Articles of Merger provide that:

1. Aviation Investors, Inc., a Florida corporation ("Aviation"), shall be merged with and into SimCom International, Inc., a Florida corporation ("SimCom"), which shall be the surviving corporation.

2. The merger shall become effective as of 11:59 p.m. on November 12, 1998.

3. The terms and conditions of the proposed merger and the manner of canceling the 117,240 shares of Common Stock of SimCom owned by Aviation and the manner of canceling the 760,000 shares of Series A Preferred Stock of SimCom owned by Aviation and the manner of issuing 117,240 shares of Common Stock to James Gibson and the manner of issuing 760,000 shares of Series A Preferred Stock to James Gibson, the sole shareholder of Aviation, is set forth in the Agreement and Plan of Merger dated effective as of November 6, 1998, pursuant to which Aviation shall be merged with and into SimCom (the "Merger"), which is attached hereto as Exhibit "A" (the "Plan of Merger").

4. Shareholder approval of the Merger was not required, as each shareholder of SimCom, the surviving corporation, whose shares were outstanding immediately prior to the effective date of the merger, will hold, immediately after the merger, the same number of shares, with identical designations, preferences, limitations, and relative rights.

5. The Plan of Merger was adopted by the Board of Directors of SimCom on November 6, 1998 by unanimous written consent.

6. The Plan of Merger was adopted by the Board of Directors and Shareholders of Aviation on November 6, 1998 by unanimous written consent.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Aviation and SimCom by their authorized officers as of November 6, 1998.

Aviation Investors, Inc.

SimCom International, Inc.

By: 
James E. Gibson, Vice President

By: _____
Walter W. David, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

**Aviation Investors, Inc.
(a Florida corporation)**

WITH AND INTO

**SimCom International, Inc.
(a Florida corporation)**

This Agreement and Plan of Merger is dated effective as of November 6, 1998 by and between Aviation Investors, Inc., a Florida corporation ("Aviation"), and SimCom International, Inc., a Florida corporation ("SimCom").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Aviation shall be merged with and into SimCom (the "Merger"), the separate and corporate existence of Aviation shall cease, and SimCom (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (Aviation and SimCom are collectively referred to as the "Constituent Corporations".)

2. The Merger shall become effective as of 11:59 p.m. on November 12, 1998 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, each of the issued and outstanding 117,240 shares of Common Stock of SimCom owned by Aviation shall be cancelled.

6. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, SimCom shall issue 117,240 shares of Common Stock of SimCom to James E. Gibson, the sole shareholder of Aviation.

7. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, each of the issued and outstanding 760,000 shares of Series A Preferred Stock of SimCom owned by Aviation shall be cancelled.

8. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, SimCom shall issue 760,000 shares of Series A Preferred Stock of SimCom to James E. Gibson, the sole shareholder of Aviation.

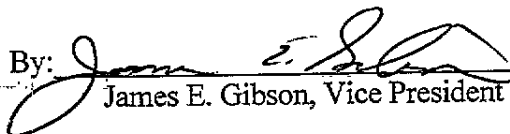
9. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, all debt amounts owed by SimCom to Aviation, which amounts totaled \$3,787,719.73 as of September 30, 1998, shall be owed to James E. Gibson, the sole shareholder of Aviation, who shall have the same rights to payment of such amounts as Aviation had on the Effective Date.

10. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

SIMCOM INTERNATIONAL, INC.

AVIATION INVESTORS, INC.

By: _____
Walter W. David, President

By: 
James E. Gibson, Vice President

6. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, SimCom shall issue 117,240 shares of Common Stock of SimCom to James E. Gibson, the sole shareholder of Aviation.

7. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, each of the issued and outstanding 760,000 shares of Series A Preferred Stock of SimCom owned by Aviation shall be cancelled.

8. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, SimCom shall issue 760,000 shares of Series A Preferred Stock of SimCom to James E. Gibson, the sole shareholder of Aviation.

9. At the Effective Time, by virtue of the Merger and pursuant to the authority of the Boards of Directors of SimCom and Aviation, all debt amounts owed by SimCom to Aviation, which amounts totaled \$3,787,719.73 as of September 30, 1998, shall be owed to James E. Gibson, the sole shareholder of Aviation, who shall have the same rights to payment of such amounts as Aviation had on the Effective Date.

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SIMCOM INTERNATIONAL, INC.

AVIATION INVESTORS, INC.

By:


Walter W. David, President

By:

James E. Gibson, Vice President