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Division of Corporations

Florida Department of State
Division of Corporations
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.

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see below note

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

RESUBMIT
Please give original
submission date as file date.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

On 12/4/12 this was faxed at 12:29pj and it has not been
filed as of yet. Please file and give the original submission

MERGER OR SHARE EXCHANGE date of 12/4/12.

CARGO SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	16
Estimated Charge	\$70.00

see above note!!!!!!

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Corporate Filing Menu

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850-617-6361

12/7/2012 2:51:35 PM PAGE 1/001 Fax Server



December 7, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations
2ND NOTICE

MALIZ ENTERPRISES, INC.
P.O. BOX 526105
MIAMI, FL 33152

SUBJECT: MALIZ ENTERPRISES, INC.
REF: P97000018475

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2012 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application or a current corporate annual report/uniform business report form and the appropriate fees.

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$750.00.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX And. #: H12000283914
Letter Number: 412A00028790

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC -4 PM 2:39

ARTICLES OF MERGER
of
MALIZ ENTERPRISES, INC.
with and into
CARGO SERVICES, INC.

December 4, 2012

Pursuant to Sections 607.1104, 607.1105 and 607.1109 of the Florida Business Corporation Act, CARGO SERVICES, INC., a Florida corporation (the "Surviving Company") and MALIZ ENTERPRISES, INC., a Florida corporation (the "Merging Company") hereby adopt and execute the following Articles of Merger, for the purpose of merging MALIZ ENTERPRISES, INC., with and into CARGO SERVICES, INC. (the "Merger"):

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger herein certified are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Document Number</u>
Cargo Services, Inc.	Florida	L16774
Maliz Enterprises, Inc.	Florida	P97000018475

SECOND: The surviving corporation in the Merger is Cargo Services, Inc.

THIRD: That an Agreement and Plan of Merger, dated as of December 4, 2012, as amended, supplemented or otherwise modified from time to time, by and among Cargo Services, Inc. and Maliz Enterprises, Inc. (the "Merger Agreement") has been executed, adopted and approved by the Merging Company and the Surviving Company in accordance with the manner prescribed by the laws of the State of Florida.

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Merger Agreement was duly adopted and approved by the constituent corporations to the Merger as follows:

(a) By the Board of Directors of Cargo Services, Inc. on December 4, 2012 and again on December 4, 2012 (for the purpose of formally adopting a "plan of merger" with respect to the Merger in its capacity as the 80% or more stockholder of Maliz Enterprises, Inc. and in order to effect the "short-form" Merger of the subsidiary (Maliz Enterprises, Inc.) with and into its parent (Cargo Services, Inc.) pursuant to Section 607.1104, Florida Statutes, that is contemplated by the Merger Agreement); and

(b) By the Board of Directors of Maliz Enterprises, Inc. on December 4, 2012; shareholder approval was not required under Section 607.1104, Florida Statutes.

[Signatures on Next Page]

IN WITNESS WHEREOF, each of the Merging Company and Surviving Company have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective duly authorized officer on the date first written above.

Cargo Services, Inc.

By: 

Name: Jermaine Warren
Title: Vice President

Maliz Enterprises, Inc.

By: 

Name: Jermaine Warren
Title: Vice President

MALIZ ENTERPRISES, INC.**UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS**

December 4, 2012

The undersigned, being all the members of the board of directors (the "**Board**") of Maliz Enterprises, Inc., a Florida corporation (the "**Corporation**"), in lieu of holding a meeting of the Board, hereby take the following actions and adopt the following resolutions by written consent pursuant to Chapter 607.0821 of the Florida Business Corporation Act:

Merger Agreement

WHEREAS, it is advisable and in the best interest of the Corporation and its sole shareholder, Cargo Services, Inc., a Florida corporation (the "**Sole Shareholder**"), that the Corporation be merged with and into the Sole Shareholder, with the Sole Shareholder continuing as the surviving entity upon the effectiveness of the merger;

NOW, THEREFORE, BE IT

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (the "**Merger Agreement**") by and between the Sole Shareholder and the Corporation, substantially in the form of the draft thereof which has been presented to the Board, and the Corporation's performance of its obligations under the Merger Agreement and the transactions contemplated thereby, be, and they hereby are, in all respects, approved;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute and deliver the Merger Agreement in substantially such form as the individual executing such Merger Agreement shall approve, such individual's signature thereon to be conclusive evidence of such approval, and to take all appropriate actions necessary to consummate the transactions contemplated under the Merger Agreement; and

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to take all such further action and to execute, deliver and cause the performance of, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all such agreements, instruments, certificates and documents including, without limitation, the Articles of Merger to be filed with the Florida Department of State, and to pay such fees and expenses, as in their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of each of the foregoing resolutions.

General

RESOLVED, that all actions taken by the Board and authorized officers of the Corporation prior to the date of this written consent which are within the

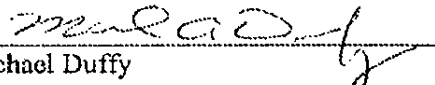
authority conferred hereby be, and they hereby are, ratified, confirmed and approved.

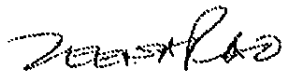
The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board duly called and constituted pursuant to the by-laws of the Corporation and the laws of the State of Florida.

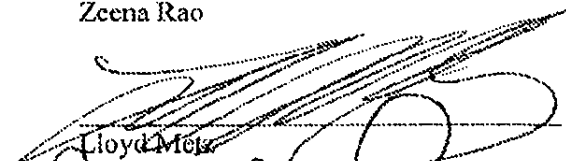
This consent may be executed in counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

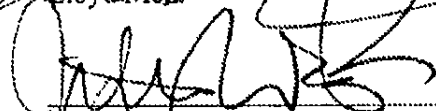
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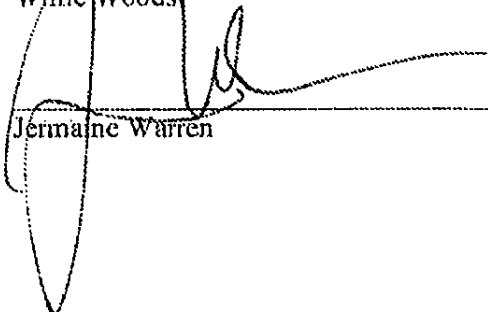
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in lieu of a Meeting of the Board of Directors as of the date first set forth above.


Michael Duffy


Zeena Rao


Lloyd Metz


Willie Woods


Jermaine Warren

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of December 4, 2012, by and between Cargo Services, Inc., a Florida corporation, as the surviving entity ("CSI"), and Maliz Enterprises, Inc., a Florida corporation ("Maliz").

WHEREAS, Maliz is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock (the "Maliz Stock") are held by CSI (the "Sole Stockholder");

WHEREAS, CSI is a corporation duly organized and existing under the laws of the State of Florida of which 100% of the issued and outstanding shares of stock are held by Cargo Airport Services USA LLC ("CAS"); and

WHEREAS, (i) the Sole Stockholder has determined that it is in its best interest that Maliz shall merge with and into CSI, with CSI being the surviving entity (the "Merger"), and (ii) CSI has approved the Merger on the terms and subject to the conditions set forth herein in accordance with the applicable provisions of the laws of the State of Florida.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Merger. Upon the terms and subject to the conditions hereinafter set forth and in accordance with Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), Maliz shall be merged with and into CSI and thereupon the separate existence of Maliz shall cease, and CSI, as the surviving entity (the "Surviving Entity"), shall continue to exist under and be governed by the FBCA.

2. Filing. CSI will cause articles of merger, in compliance with the provisions of applicable laws of the State of Florida, to be executed and filed with the office of the Florida Department of State (the "Articles of Merger").

3. Effective Date of Merger. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

4. Governing Documents. At the Effective Time, the articles of incorporation and the by-laws of Maliz shall cease to exist, and the articles of incorporation and the by-laws of CSI shall govern the Surviving Entity according to the applicable laws of the State of Florida.

5. Board of Directors and Officers. The persons who are members of the board of directors of CSI and the officers of CSI prior to the Effective Time shall, after the Effective Time, continue as members of the board of directors of the Surviving Entity and as officers of the Surviving Entity.

6. Cancellation of Maliz Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Sole Stockholder, all of the Maliz Stock which is held immediately prior to the Effective Time shall be canceled and extinguished.

7. Effect of Merger. From and after the Effective Time, the Surviving Entity shall possess all of the assets of every kind and description, and every interest in the assets, wherever located, and all of the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of CSI and Maliz and all obligations belonging to or due to each of CSI and Maliz, all of which shall vest in the Surviving Entity at the Effective Time without further act or deed. The Surviving Entity shall be liable for all the obligations of CSI and Maliz, any claim existing, or action or proceeding pending, by or against CSI or Maliz may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and all the rights of creditors of each of CSI and Maliz shall be preserved unimpaired.

8. Execution, Filing and Recordation. CSI and Maliz agree that they will cause to be executed and filed and recorded any document, agreement or instrument prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts, within the State of Florida and elsewhere, to effectuate the Merger.

9. Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be amended or terminated and abandoned at any time prior to the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of the Sole Stockholder (in its capacity as the sole stockholder of CSI or the sole stockholder of Maliz, whichever the case may be). In the event of such termination and abandonment, this Agreement shall forthwith become null and void and neither party nor its respective officers, directors, managers, members or equityholders shall have any liability hereunder.

10. Counterparts. This Agreement may be signed in one or more counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

CARGO SERVICES, INC.

By: 

Name: *Jerome Warren*

Title: *Vice President*

MALIZ ENTERPRISES, INC.

By: 

Name: *Jerome Warren*

Title: *Vice President*

CARGO SERVICES, INC.**UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS**

December 4, 2012

The undersigned, being all the members of the board of directors (the "**Board**") of Cargo Services, Inc., a Florida corporation (the "**Corporation**"), in lieu of holding a meeting of the Board, hereby take the following actions and adopt the following resolutions by written consent pursuant to Chapter 607.0821 of the Florida Business Corporation Act:

Merger Agreement

WHEREAS, it is advisable and in the best interest of the Corporation and its sole shareholder, Cargo Airport Services USA LLC, a Delaware limited liability (the "**Sole Shareholder**"), that Maliz Enterprises, Inc. ("**Maliz**") be merged with and into the Corporation, with the Corporation continuing as the surviving entity upon the effectiveness of the merger;

NOW, THEREFORE, BE IT

RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (the "**Merger Agreement**") by and between the Corporation and Maliz, substantially in the form of the draft thereof which has been presented to the Board, and the Corporation's performance of its obligations under the Merger Agreement and the transactions contemplated thereby, be, and they hereby are, in all respects, approved;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute and deliver the Merger Agreement in substantially such form as the individual executing such Merger Agreement shall approve, such individual's signature thereon to be conclusive evidence of such approval, and to take all appropriate actions necessary to consummate the transactions contemplated under the Merger Agreement;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to determine that it is in the best interests of the Corporation and its Sole Shareholder that the Merger Agreement may be modified, amended, or terminated in accordance with its terms and to notify the parties to the Merger Agreement of such modification, amendment or termination of the obligations of the Corporation to effectuate the merger thereunder; and

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized to take all such further action and to execute, deliver and cause the performance of, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all such agreements, instruments, certificates and documents including, without limitation, the Articles of Merger to be filed with the Florida Department of State, and to pay such fees and expenses, as in

their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of each of the foregoing resolutions.

General

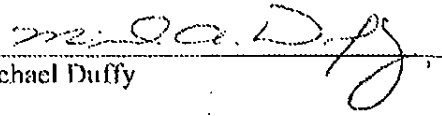
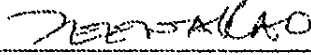
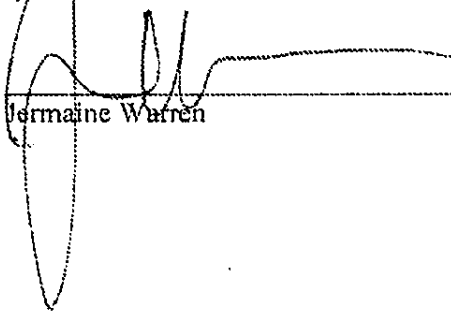
RESOLVED, that all actions taken by the Board and authorized officers of the Corporation prior to the date of this written consent which are within the authority conferred hereby be, and they hereby are, ratified, confirmed and approved.

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board duly called and constituted pursuant to the by-laws of the Corporation and the laws of the State of Florida.

This consent may be executed in counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

* * * *

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in lieu of a Meeting of the Board of Directors as of the date first set forth above.


Michael Duffy
Zeena Rao
Lloyd Metz
Willie Woods
Termaine Warren

CARGO SERVICES, INC.**UNANIMOUS WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS**

December 4, 2012

The undersigned, being all the members of the board of directors (the "**Board**") of Cargo Services, Inc., a Florida corporation (the "**Corporation**"), in lieu of holding a meeting of the Board, hereby take the following actions and adopt the following resolutions by written consent pursuant to Chapter 607.0821 of the Florida Business Corporation Act:

Merger with Maliz

WHEREAS, the Corporation has entered into that certain Agreement and Plan of Merger (the "**Merger Agreement**"), dated as of December 4, 2012, by and between the Corporation, and Maliz Enterprises, Inc. ("**Maliz**");

WHEREAS, pursuant to the Merger Agreement, Maliz will merge with and into the Corporation (the "**Merger**"), with the Corporation surviving the Merger; and

WHEREAS, the Corporation owns 80% or more of the outstanding shares of common stock, par value \$1.00 per share, of Maliz and, therefore, as the "parent" of Maliz, it may effectuate the Merger pursuant to Section 607.1104 of the Florida Business Corporation Act.

NOW, THEREFORE, BE IT

RESOLVED, that the form, terms and provisions of the Merger Agreement, authorized and approved by the Board on December 4, 2012 and executed and delivered on December 4, 2012, be, and they hereby are, in all respects, ratified, adopted and approved and the Merger be and they hereby are, in all respects, ratified, adopted and approved;

RESOLVED, that all actions taken, and all agreements, instruments, certificates and documents executed and delivered by the officers of the Corporation in order to effectuate the Merger be, and they hereby are, in all respects, ratified, adopted and approved;

RESOLVED, that the form of Articles of Merger presented to the Board to be filed by the Maliz and the Corporation as the surviving constituent of the Merger with the Florida Department of State at least thirty (30) days following mailing of the notice of the Merger to the shareholders of Maliz be, and they hereby are, in all respects, authorized, adopted and approved;

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to take all such further action and to execute and deliver in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all such agreements, instruments, certificates and documents, and to

pay such expenses and taxes, as in their judgment shall be necessary, proper or advisable in order to effectuate Merger.

General

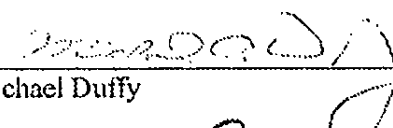
RESOLVED, that all actions taken by the Board and authorized officers of the Corporation prior to the date of this written consent which are within the authority conferred hereby be, and they hereby are, ratified, confirmed and approved.

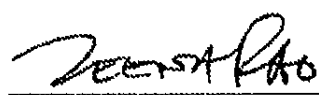
The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board duly called and constituted pursuant to the by-laws of the Corporation and the laws of the State of Florida.

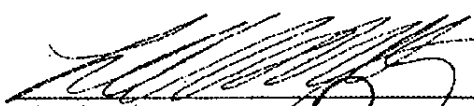
This consent may be executed in counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

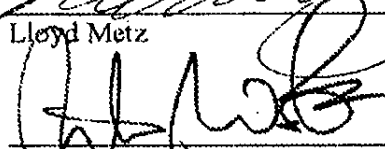
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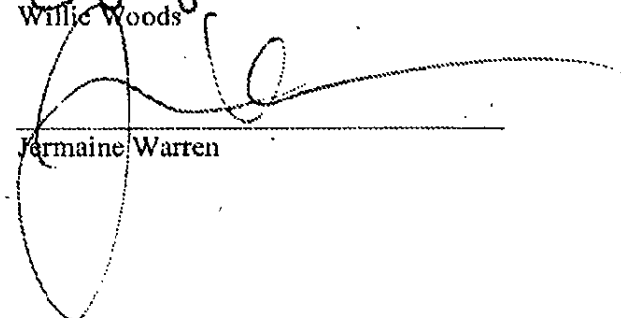
IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent in lieu of a Meeting of the Board of Directors as of the date first set forth above.



Michael Duffy

Zeena Rao

Lloyd Metz

Willie Woods

Jermaine Warren