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Division of Corporations

Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FL

MERGER OR SHARE EXCHANGE  
AIRLEASE SERVICE COMPANY, LLC

Certificate of Status	0
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## ARTICLES OF MERGER

1. The undersigned corporations, AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, being validly and legally formed under the laws of the State of Florida, and HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, being validly and legally formed under the laws of the British Virgin Islands, have adopted a Plan of Merger.

2. The name of the surviving corporation is AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 801 Brickell Ave., Suite 900, Miami, FL 33131

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections of the Florida Statutes.

5. The Plan of Merger will become effective as of the date these Articles are filed with the Florida Department of State.

6. The Plan of Merger was adopted by the Members and by the Board of Directors of AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, on the 25<sup>th</sup> day of February, 2019.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, on the 25<sup>th</sup> day of February, 2019.

8. As to each of the undersigned entities, the number of shares/membership interests outstanding and the total number of shares/membership interests voted for and against such Plan of Merger, are as follows:

Name of Corporation	Number Outstanding	Total Voted For	Total Voted Against
Airlease Service, Company, a Florida limited liability company	100	100	0
Hawk United Transits	100	100	0

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Corp., a British Virgin  
Islands corporation

9. The Plan of Merger calls for cancellation of the issued shares of HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued membership interests in AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, shall not be affected by this merger.

Airlease Service Company, LLC,  
Florida limited liability company

Hawk United Transits Corp., a  
British Virgin Islands  
corporation

By:   
Kirill Anosov

By:   
Kirill Anosov

Attest:   
Anton Stalgorov

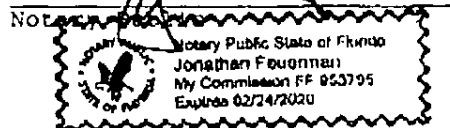
Attest:   
Anton Stalgorov

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Kirill Anosov, who acknowledged to and before me that he is the Manager of Airlease Service Company, LLC, a Florida limited liability company, and Director of Hawk United Transits Corp, a British Virgin Islands corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of February, 2019.

My Commission Expires:  
When the next annual opportunity fee is due.



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PLAN OF MERGER

THIS AGREEMENT, made and entered into this 25<sup>th</sup> day of February, 2019 by and between AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, and HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders, Members, and Board of Directors of the Constituent Corporations have deemed it advisable that HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation hereinafter also referred to as the "Disappearing Corporation," be merged into AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the British Virgin Islands, having been incorporated on the March 24, 2006, has an authorized capital stock consisting of One Hundred (100) shares of \$1.00 par value, of which there are now issued and outstanding One Hundred (100) shares of said stock.

C. AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, having been incorporated on February 15, 2019, has an authorized capital stock consisting of One Hundred (100) membership certificates, of which there are now issued and outstanding One Hundred (100) membership certificates.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

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1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Articles of Organization of the Surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 605.1021 of the Florida Statute, the fair value of their shares.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 801 Brickell Ave., Suite 900, Miami, FL 33131.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, One Hundred (100) membership interests.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the managers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the managers, respectively, of the Surviving Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

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**6. Registered Agent of Surviving Corporation.**

The Registered Agent of the Surviving Corporation shall be as follows:

Therrel Baisden, LLP  
SunTrust International Center  
One S.E. 3<sup>rd</sup> Ave., Suite 2950  
Miami, FL 33131

**7. Conveyance of Assets; Assumption of Liabilities.**

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving

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Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

**8. Ratification by Stockholders and Directors.**

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders, Members, and Directors of each of the Constituent Corporations.

**9. Mode of Effecting Merger.**

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into membership interest certificates of the Surviving Corporation, shall be as follows:

A. Each share of common stock of HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns One Hundred (100) shares of common stock. Such membership interest certificates of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The Merger shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for membership interests in the Surviving Corporation, representing the

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number of membership interests to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to distributions payable on certificates of membership interests in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such member shall be entitled to receive any distributions of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such member of the certificate for his membership interest in the Surviving Corporation, if any.

**10. Abandonment of Merger.**

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

**11. Effective Date of Merger.**

A. This Merger shall become effective as of the date of filing the Articles of Merger with the Florida Department of State.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

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IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Officers, thereunto duly authorized by the respective Board of Directors and Shareholders and Members of each corporation.

Airlease Service Company, LLC,  
Florida limited liability company

Hawk United Transits Corp., a  
British Virgin Islands  
corporation

By:   
Kirill Anosov

By:   
Kirill Anosov

Attest:   
Anton Stalgorov

Attest:   
Anton Stalgorov

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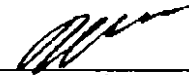
**CERTIFICATE OF  
AIRLEASE SERVICE COMPANY, LLC**

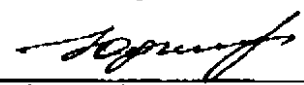
The undersigned, as Managers, respectively, of AIRLEASE SERVICE COMPANY, LLC, a Florida limited liability company, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Members and Directors of said corporation (a) by unanimous written consent of all the Members and Directors of said corporation on the 25<sup>th</sup> day of February, 2019 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Members and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Members and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Members and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the Manager and the President of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 25<sup>th</sup> day of February, 2019.

AIRLEASE SERVICE COMPANY, LLC,  
a Florida limited liability  
company

By:   
Kirill Anosov, Manager

By:   
Anton Stalgorov, Manager

By:   
Maria Yudina, Manager

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**CERTIFICATE OF  
HAWK UNITED TRANSITS CORP.**

The undersigned, as Secretary and President, respectively, of HAWK UNITED TRANSITS CORP., a British Virgin Islands corporation, do hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 25<sup>th</sup> day of February, 2019 pursuant to the laws of the British Virgin Islands, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 25<sup>th</sup> day of February, 2019.

Hawk United Transits Corp., a  
British Virgin Islands  
corporation

By:   
Kirill Anosov, President

Attest:   
Anton Stalgorov

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