

# L 20415

CT CORPORATION SYSTEM

CORPORATION(S) NAME

1) Aircraft 46941, Inc., Aircraft 49632, Inc., CL Aircraft VIII, Inc.,

CLA Canada, Inc., CLC 747, Inc., CLC Engine Leasing, Inc., Jeta, Inc.

SWR Aircraft Group, Inc., SWR Brazil 767, Inc., SWR 767, Inc.

Merged into: CL Aircraft XXXIV, Inc.

FILED  
2002 OCT 10 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800008315218--3  
-10/11/02--01002--005  
\*\*\*\*385.00 \*\*\*\*385.00

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<input type="checkbox"/> Nonprofit		
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	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

EFFECTIVE DATE  
10-16-02

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

10/10/02

KF

Order#: 5636281

Ref#:

Amount: \$

RECEIVED  
02 OCT 10 PM 2:46

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coullatte OCT 10 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SWR BRAZIL 767, INC., a Florida corporation, P93000053677  
SWR 767, INC., a Florida corporation, P94000045060  
AIRCRAFT 46941, INC., a Delaware corporation, P31193  
AIRCRAFT 49632, INC., a Florida corporation, P95000054201  
CL AIRCRAFT MARKETING, INC., a Delaware corporation, F97000005114  
CLA CANADA, INC., a Florida corporation, P92000000777  
CLC 747, INC., a Delaware corporation not qualified  
CLC ENGINE LEASING, INC., a Delaware corporation not qualified  
JETZ, INC., a Delaware corporation, F95000005280  
SWR AIRCRAFT GROUP, INC. a Florida corporation, S48750

INTO

**CL AIRCRAFT XXXIV, INC.**, a Florida entity, L20415.

File date: October 10, 2002 , effective October 16, 2002

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1107, F.S.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
CL Aircraft XXXIV, Inc.	Florida

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**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Aircraft 46941, Inc.	Delaware
Aircraft 49632, Inc.	Florida
CL Aircraft VIII, Inc.	Delaware
CLA Canada, Inc.	Florida
-CLC 747, Inc.	Delaware
-CLC Engine Leasing, Inc.	Delaware
Jetz, Inc.	Delaware
SWR Aircraft Group, Inc.	Florida
SWR Brazil 767, Inc.	Florida
SWR 767, Inc.	Florida

**Third:** The Plan of Merger is attached.

EFFECTIVE DATE  
10-16-02

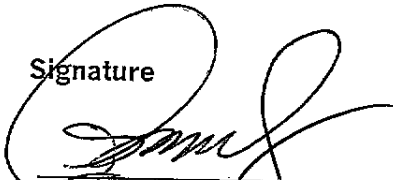


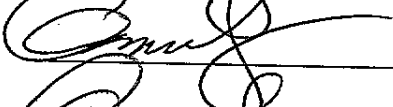
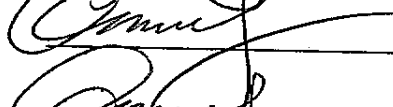
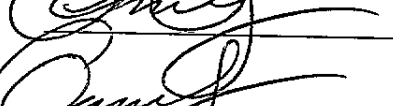
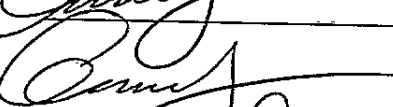
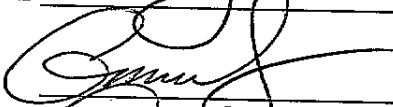
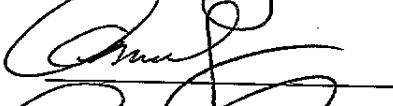
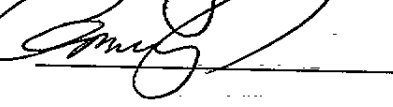
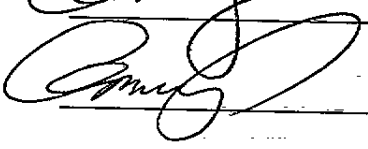
**Fourth:** The merger shall become effective on October 16, 2002.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on Sept. 30, 2002.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporations on Sept. 30, 2002.

**Seventh: SIGNATURES FOR EACH CORPORATION**

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
CL Aircraft XXXIV, Inc.		Anthony M. Hagen, President
Aircraft 46941, Inc.		Anthony M. Hagen, President
Aircraft 49632, Inc.		Anthony M. Hagen, President
CL Aircraft VIII, Inc.		Anthony M. Hagen, President
CLA Canada, Inc.		Anthony M. Hagen, President
CLC 747, Inc.		Anthony M. Hagen, President
CLC Engine Leasing, Inc.		Anthony M. Hagen, President
Jetz, Inc.		Anthony M. Hagen, President
SWR Aircraft Group, Inc.		Anthony M. Hagen, President
SWR Brazil 767, Inc.		Anthony M. Hagen, President
SWR 767, Inc.		Anthony M. Hagen, President

**PLAN OF MERGER**  
**merging**  
**Aircraft 46941, Inc.**  
**Aircraft 49632, Inc.**  
**CL Aircraft VIII, Inc.**  
**CLA Canada, Inc.**  
**CLC 747, Inc.**  
**CLC Engine Leasing, Inc.**  
**Jetz, Inc.**  
**SWR Aircraft Group, Inc.**  
**SWR Brazil 767, Inc. and**  
**SWR 767, Inc.**  
**Into**  
**CL Aircraft XXXIV, Inc.**

Pursuant to this Plan of Merger, Aircraft 46941, Inc. a Delaware corporation, and Aircraft 49632, Inc., a Florida corporation, and CL Aircraft VIII, Inc., a Delaware corporation, and CLA Canada, Inc., a Florida corporation, and CLC 747, Inc., a Delaware corporation, and CLC Engine Leasing, Inc., a Delaware corporation, and Jetz, Inc., a Delaware corporation, and SWR Aircraft Group, Inc., a Florida corporation, and SWR Brazil 767, Inc., a Florida corporation, and SWR 767, Inc., a Florida corporation, shall be merged ("Merger") with and into CL Aircraft XXXIV, Inc., a corporation organized and existing under the laws of Florida.

The Merger shall be in accordance with the following terms and conditions:

- FIRST:** Upon the Merger becoming effective, Aircraft 49632, Inc., CLA Canada, Inc., SWR Aircraft Group, Inc., SWR Brazil 767, Inc., SWR 767, Inc., Aircraft 46941, Inc., CL Aircraft VIII, Inc., CLC 747, Inc., CLC Engine Leasing, Inc. and Jetz, Inc. shall be merged with CL Aircraft XXXIV, Inc., which shall be the surviving corporation.
- SECOND:** The Articles of Incorporation of CL Aircraft XXXIV, Inc. in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.
- THIRD:** Additional terms and conditions of the Merger are as follows:
- (a) The bylaws of CL Aircraft XXXIV, Inc. as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of CL Aircraft XXXIV, Inc. shall continue in office upon and after the time of the Merger.

(c) The Merger shall become effective upon the filing of the Articles of Merger or on such other date and time as the officers of the surviving corporation shall deem appropriate.

FOURTH: The manner of converting the outstanding shares of the capital stock of the constituent corporations is as follows:

(a) Each share of capital stock of CL Aircraft XXXIV, Inc. issued and outstanding at the time of the Merger shall remain issued and outstanding.

(b) Each share of capital stock of Aircraft 49632, Inc., CLA Canada, Inc., SWR Aircraft Group, Inc., SWR Brazil 767, Inc., SWR 767, Inc., Aircraft 46941, Inc., CL Aircraft VIII, Inc., CLC 747, Inc., CLC Engine Leasing, Inc. and Jetz, Inc. issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

FIFTH: The constituents of the Merger intend the merger to qualify under the Internal Revenue Code ("IRC") Section 368(a)(1)(A).

SIXTH: This Plan of Merger may be terminated and abandoned by action of the Board of Directors of CL Aircraft XXXIV, Inc. at any time prior to the effective date of the Articles of Merger. To the extent permitted by applicable law, this Plan of Merger may be amended by action of the Board of Directors of Aircraft 49632, Inc., CLA Canada, Inc., SWR Aircraft Group, Inc., SWR Brazil 767, Inc., SWR 767, Inc., Aircraft 46941, Inc., CL Aircraft VIII, Inc., CLC 747, Inc., CLC Engine Leasing, Inc. and Jetz, Inc. at any time prior to the filing of the articles of merger.

SEVENTH: All of the property, rights, privileges, leases and patents of Aircraft 49632, Inc., CLA Canada, Inc., SWR Aircraft Group, Inc., SWR Brazil 767, Inc., SWR 767, Inc., Aircraft 46941, Inc., CL Aircraft VIII, Inc., CLC 747, Inc., CLC Engine Leasing, Inc. and Jetz, Inc. are to be transferred to and become the property of CL Aircraft XXXIV, Inc., the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which maybe needed to effectuate a full and complete transfer of ownership.