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Division of Corporations

NO 736 P01
Page of

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To:
Division of Corporations
Fax Number : (850) 205-0180

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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MERGER OR SHARE EXCHANGE

A2 JET LEASING, L.C.

Certificate of Status	0
Certified Copy	2
Page Count	08
Estimated Charge	\$105.00

\$120.00

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

August 29, 2003

A2 JET LEASING, L.C.
2665 S. BAYSHORE DR., STE. 901
COCONUT GROVE, FL 33133

SUBJECT: A2 JET LEASING, L.C.
REF: L97000000576

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

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H03000269875
Letter Number: 303A00048782

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TAMMI CLINE
SECRETARY OF STATE

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Department of State 9/2/2003 10:43 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2003

A2 JET LEASING, L.C.,
2665 S. BAYSHORE DR., STE. 901
COCONUT GROVE, FL 33133

SUBJECT: A2 JET LEASING, L.C.
REF: L97000000576

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 articles of merger must be signed by a member or an authorized representative.

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H03000263875
Letter Number: 103A00048908

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ARTICLES OF MERGER
of
A JET CHARTER SERVICE, INC.
a Delaware Corporation
into
A2 JET LEASING, L.C.
a Florida Limited Liability Company

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1. Filed simultaneously with these articles of merger is the Plan of Merger which has been adopted by A Jet Charter Service, Inc., a Delaware corporation, which is the disappearing entity (the "Disappearing Entity"), and A2 Jet Leasing, L.C., a Florida limited liability company, which is the surviving entity (the "Surviving Entity").
2. The address of the Surviving Entity's place of business is 2665 South Bayshore Drive, Suite 901, Coconut Grove, Florida 33133. The name of the managing member is Watsco, Inc., and this is also their address.
3. The name and address of the statutory agent of the Surviving Entity is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. The Plan of Merger contains no amendments to the Articles of Organization of the Surviving Entity.
5. The Surviving Entity is the sole shareholder of the Disappearing Entity. Approval of the merger by the Surviving Entity was required and was granted by a written consent of the sole member of the Surviving Entity on August 28th 2003.
6. All action required to be taken by the Disappearing Entity to approve the merger has been taken pursuant to Delaware Law.
7. These Articles of Merger shall be effective immediately upon the filing of the same with the Florida Department of State and the filing with the Secretary of State of the State of Delaware of the Certificate of Merger contemplated by the Plan of Merger.

DATED as of this 28th day of August, 2003.

A2 JET LEASING, L.C.
a Florida Limited Liability Company
By: **WATSCO, Inc.**, its sole member

A JET CHARTER SERVICE, INC.,
a Delaware corporation

By: 
Barry Logan
Vice President

By: 
Barry Logan
Vice President

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 A2 JET LEASING, L.C.
 WATSCO, INC.

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PLAN OF MERGER

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5. Conversion of Shares and Membership Interests. Upon the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Entity, the Disappearing Entity, or WATSCO (i) each share of capital stock of the Disappearing Entity outstanding at the Effective Time shall be cancelled and no consideration shall be delivered in exchange therefor, and (ii) each membership interest of the Surviving Entity outstanding at the Effective Time shall remain outstanding.

6. Effect of Merger. Upon the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Entities, and all obligations belonging to or due to the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of the Constituent Entities; any claim existing, or action or proceeding pending, by or against the Constituent Entities, 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 the Constituent Entities shall be preserved unimpaired.

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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their legal names and on their behalf by authorized signers, on this 28 day of August, 2003.

A JET CHARTER SERVICE, INC.,
a Delaware corporation

By: 

Barry Logan
Vice President

A2 JET LEASING, L.C.,
a Florida limited liability company
By: WATSCO, Inc., its sole member

By: 

Barry Logan
Vice President

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EXHIBIT A TO PLAN OF MERGER

CERTIFICATE OF MERGER of A JET CHARTER SERVICE, INC. a Delaware Corporation into A2 JET LEASING, L.C. a Florida Limited Liability Company

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law, A JET CHARTER SERVICE, INC., a Delaware corporation ("A Jet Charter"), a wholly owned subsidiary of A2 JET LEASING, L.C., a Florida limited liability company (the "Surviving Entity"), the Surviving Entity and WATSCO, INC., a Florida corporation and the sole member of the Surviving Entity, hereby adopt the following Certificate of Merger for the purpose of merging A Jet Charter with and into the Surviving Entity (the "Merger").

FIRST: The name and the state of formation of each of the constituent entities to the Merger is as follows:

A Jet Charter Service, Inc., a Delaware corporation;
and

A2 Jet Leasing, L.C., a Florida limited liability company.

SECOND: A Plan of Merger, dated as of August 29, 2003 (the "Merger Agreement"), by and between A Jet Charter and the Surviving Entity, has been approved, adopted, certified, executed and acknowledged by the Surviving Entity in accordance with the provisions of Section 264 of the Delaware General Corporation Law.

THIRD: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger (as such term is defined in the Merger Agreement) with the Secretary of State of the State of Florida.

FOURTH: The surviving company of the Merger is the Surviving Entity.

FIFTH: The name of the surviving company of the Merger is "A2 Jet Leasing, L.C."

SIXTH: The Articles of Organization of Surviving Entity shall be the Articles of Organization of the surviving company.

SEVENTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Entity at 2665 South Bayshore Drive, Suite 901, Coconut Grove, Florida 33133, and a copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder of any constituent entity.

EIGHTH: The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving or resulting entity arising

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from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and shall irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by such Secretary of State to the Surviving Entity at 2663 South Bayshore Drive, Coconut Grove, Florida, 33133, Attention: Barry Logan

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IN WITNESS WHEREOF, the undersigned have executed this Certificate on behalf of the constituent entities, this 28th day of August, 2003, and hereby affirm under penalties of perjury that this Certificate is the act and deed of each said constituent entity and that the facts stated herein are true.

By: Barry S. Logan
Vice President

By: Barry S. Logan
Vice President

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EXHIBIT B TO PLAN OF MERGER

ARTICLES OF MERGER
of
A JET CHARTER SERVICE, INC.
a Delaware Corporation
into
A2 JET LEASING, L.C.
a Florida Limited Liability Company

1. Filed simultaneously with these articles of merger is the Plan of Merger which has been adopted by A Jet Charter Service, Inc., a Delaware corporation, which is the disappearing entity (the "Disappearing Entity"), and A2 Jet Leasing, L.C., a Florida limited liability company, which is the surviving entity (the "Surviving Entity").
2. The address of the Surviving Entity's place of business is 2665 South Bayshore Drive, Suite 901, Coconut Grove, Florida 33133.
3. The name and address of the statutory agent of the Surviving Entity is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
4. The Plan of Merger contains no amendments to the Articles of Organization of the Surviving Entity.
5. The Surviving Entity is the sole shareholder of the Disappearing Entity. Approval of the merger by the Surviving Entity was required and was granted by a written consent of the sole member of the Surviving Entity on August 21, 2003.
6. All action required to be taken by the Disappearing Entity to approve the merger has been taken pursuant to Delaware Law.
7. These Articles of Merger shall be effective immediately upon the filing of the same with the Florida Department of State and the filing with the Secretary of State of the State of Delaware of the Certificate of Merger contemplated by the Plan of Merger.

DATED as of this 21st day of August, 2003.

A2 JET LEASING, L.C.
a Florida Limited Liability Company
By: WATSCO, Inc., its sole member

A JET CHARTER SERVICE, INC.,
a Delaware corporation

By: _____
Barry Logan
Vice President

By: _____
Barry Logan
Vice President

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FILED
AUG 29 2003
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

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