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performance

Richard D. Rosen
rrosen@cohenlaw.com

Direct Dial: 412.297.4927
Direct Fax: 412.209.1963

December 26, 2013

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

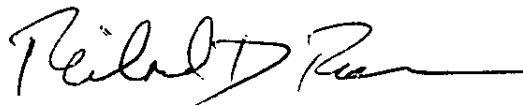
Gentlemen:

Enclosed please find a Certificate of Merger for the merger of a Florida limited liability company (Continental Jet Charter, LLC) into a Delaware limited liability company (Continental Jet, LLC). Also enclosed is our check in the amount of \$50.00 payable to the order of "Florida Department of State."

Please return a stamped filed copy of the Certificate to me in the enclosed stamped, self-addressed envelope.

Very truly yours,

COHEN & GRIGSBY, P.C.



By:

Richard D. Rosen

RDR/mls

Enclosures

1920320.v1

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Continental Jet, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Richard D. Rosen, Esq.

Contact Person

Cohen & Grigsby, P.C.

Firm/Company

Mercato - Suite 6200, 9110 Strada Place

Address

Naples, FL 34108-2938

City, State and Zip Code

rrosen@cohenlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard D. Rosen at (412) 297-4927

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Off
12/31

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
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TALLAHASSEE, FLA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|------------------------------|---------------------|---------------------------|
| Continental Jet Charter, LLC | Florida | Limited liability company |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------|---------------------|---------------------------|
| Continental Jet, LLC | Delaware | Limited liability company |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Delaware Corporation Organizers, Inc.

1201 North Market Street

Wilmington, New Castle County, Delaware 19801

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:


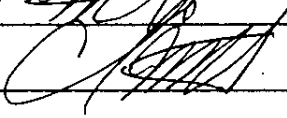
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|--|--------------------------------------|
| Continental Jet, LLC |  | Andrew R. Machata |
| Continental Jet Charter, LLC |  | Andrew R. Machata |
| | | |
| | | |

| | |
|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

| | | |
|---------------------|-------------------------------------|---------|
| <u>Fees:</u> | For each Limited Liability Company: | \$25.00 |
| | For each Corporation: | \$35.00 |
| | For each Limited Partnership: | \$52.50 |
| | For each General Partnership: | \$25.00 |
| | For each Other Business Entity: | \$25.00 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------------|---------------------|----------------------------------|
| <u>Continental Jet Charter, LLC</u> | <u>Florida</u> | <u>Limited liability company</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </u> |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-----------------------------|---------------------|----------------------------------|
| <u>Continental Jet, LLC</u> | <u>Delaware</u> | <u>Limited liability company</u> |

THIRD: The terms and conditions of the merger are as follows:

The merger shall be effective on December 31, 2013.

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(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Prior to the merger, all interests in both Continental Jet Charter, LLC
and Continental Jet, LLC are owned by Blackhawk Construction Company, a
Delaware corporation. Following the merger, all interests in
Continengal Jet, LLC will be owned by Blackhawk Construction Company.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

This Plan of Merger has been approved by Blackhawk Construction Company, the sole member of both Continental Jet Charter, LLC and Continental Jet, LLC. Written notice of a meeting with respect to the approval of this Plan of Merger is waived.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

Upon the effective date of this Plan of Merger (December 31, 2013), all rights, privileges and powers and all property, real, personal and mixed, tangible and intangible, of Continental Jet Charter, LLC shall be vested in Continental Jet, LLC and all debts, liabilities and duties of Continental Jet Charter, LLC shall attach to, and may be enforced against, Continental Jet, LLC to the same extent as if it had incurred or contracted them.

(Attach additional sheet if necessary)