

M97226

ARTICLES OF MERGER
Merger Sheet

MERGING:

AIR HOLDING COMPANY, a Florida corporation, document number K93560

INTO

CARNIVAL AIR LINES, INC., a Florida corporation, M97226

File date: September 26, 1997

Corporate Specialist: Karen Gibson

Account number: FCA000000014

Account charged: 122.50

M 97226

FILING COVER SHEET

ACCOUNT NUMBER: ECA000000014

REFERENCE: 0188.552

DATE: 9-25-97

CONTACT NAME: CINDY HICKS

REQUESTOR NAME: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

TELEPHONE: 904-222-1173

AUTHORIZATION: Cindy Hicks

000002304510--7

CORPORATION NAME: Air Holding Company

DOCUMENT NUMBER: _____
(if known)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> UCC 1 | <input type="checkbox"/> UCC 3 |

Merger

- CERTIFIED COPY
- ___ CERTIFICATE OF STATUS
- ___ PLAIN STAMPED COPY

COST LIMIT

122.50

- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> CALL WHEN READY | <input type="checkbox"/> CALL IF PROBLEM | <input type="checkbox"/> AFTER 4:30 |
| <input type="checkbox"/> WALK IN | <input type="checkbox"/> WILL WAIT | <input type="checkbox"/> PICK UP |
| <input type="checkbox"/> MAIL OUT | | |

97 SEP 26 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 26 11:20 AM
DIVISION OF CORPORATIONS

Merger
CRS
9/26

**ARTICLES OF MERGER
OF
AIR HOLDING COMPANY, A FLORIDA CORPORATION
INTO
CARNIVAL AIR LINES, INC., A FLORIDA CORPORATION**

FILED
97 SEP 26 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), AIR HOLDING COMPANY, a Florida corporation ("Air Holding"), and CARNIVAL AIR LINES, INC., a Florida corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of merging Air Holding with and into the Surviving Corporation.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The merger was approved and adopted by the Board of Directors and sole shareholder of Air Holding by unanimous written consent dated as of March 20, 1997 and by the Board of Directors and shareholders of the Surviving Corporation by unanimous written consent dated as of March 20, 1997 in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 23rd day of September, 1997.

AIR HOLDING COMPANY



Name: Arnaldo Perez
Title: Secretary

CARNIVAL AIR LINES, INC.

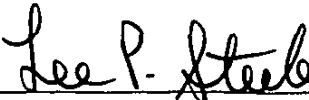
Name: Lee Steele
Title: President

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 23rd day of September, 1997.

AIR HOLDING COMPANY

Name: Arnaldo Perez
Title: Secretary

CARNIVAL AIR LINES, INC.



Name: Lee Steele
Title: President

PLAN OF MERGER

PLAN OF MERGER, dated September 23, 1997, among **AIR HOLDING COMPANY**, a Florida corporation ("Air Holding"), and **CARNIVAL AIR LINES, INC.**, a Florida corporation ("Carnival Air" or the "Surviving Corporation").

Air Holding and Carnival Air desire to effect the statutory merger of Air Holding with and into Carnival Air, with Carnival Air to survive such merger.

1. **Constituent Corporations.** Air Holding and Carnival Air shall be parties to the merger (the "Merger") of Air Holding with and into Carnival Air.

2. **Terms and Conditions of Merger.** Air Holding (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Carnival Air, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Merger shall have the effects set forth in Section 607.1106 of the BCA.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the issued and outstanding shares of common stock, par value \$1.00 per share, of Air Holding shall be converted into an aggregate of 2,850,000 fully paid and non-assessable shares of common stock, \$.0002105 par value per share of the Surviving Corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as in effect as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.


5. **Bylaws.** The Bylaws of the Surviving Corporation as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of the Surviving Corporation in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of Air Holding and Carnival Air is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

AIR HOLDING COMPANY

By: 
Name: Arnaldo Perez
Title: Secretary

CARNIVAL AIR LINES, INC.

By: _____
Name: Lee Steele
Title: President

NYULMERM/210080/453k011.DOC/9/22/97

8. Amendment of Plan of Merger. The Board of Directors of each of Air Holding and Carnival Air is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

AIR HOLDING COMPANY

By: _____
Name: Arnaldo Perez
Title: Secretary

CARNIVAL AIR LINES, INC.

By: Lee P. Steele
Name: Lee Steele
Title: President

NY/ULMERM/210080/4S3k011.DOC/9/22/97