

**P01000050889** <sup>0438.11756</sup>

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**AERO PRODUCTS INTERNATIONAL, INC.**

Certificate of Status	0
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*Merge*  
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*12/31/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AERO PRODUCTA HOLDINGS, INC., a Florida corporation, document number  
P01000050838

INTO

**AERO PRODUCTS INTERNATIONAL, INC.**, a Florida entity, P01000050889

File date: December 31, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 31, 2002

AERO PRODUCTS INTERNATIONAL, INC.  
2665 SOUTH BAYSHORE DRIVE  
SUITE 800  
MIAMI, FL 33133

PLEASE GIVE ORIGINAL SUBMISSION  
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SUBJECT: AERO PRODUCTS INTERNATIONAL, INC.  
REF: P01000050889

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.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

607.1109 DOES NOT PERTAIN.

THE PLAN OF MERGER FOR SUBSIDIARY IS 607.1104

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Karen Gibson  
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ARTICLES OF MERGER  
OF  
AERO PRODUCTS HOLDINGS, INC.  
WITH AND INTO  
AERO PRODUCTS INTERNATIONAL, INC.

FILED  
Dec 31, 2002 08:00 AM  
Secretary of State

These Articles of Merger are hereby submitted to the Florida Department of State in accordance with Section 607.1105 of the Florida Business Corporation Act ("Florida BCA").

It is hereby certified that:

1. The constituent corporations participating in the merger herein certified are:
  - (a) Aero Products Holdings, Inc., a Florida corporation (the "Parent"); and
  - (b) Aero Products International, Inc., a Florida corporation and a wholly-owned subsidiary of the Parent (the "Subsidiary").
2. A copy of the Plan of Merger for the merger herein certified is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. Upon the filing of these Articles of Merger with the Florida Department of State, the Parent shall be merged with and into the Subsidiary, pursuant to Section 607.1104 of the Florida BCA, and the Subsidiary shall be the surviving corporation.
4. The Plan of Merger was adopted by (a) the board of directors of the Parent by unanimous written consent dated as of December 30, 2002 and (b) the board of directors of the Subsidiary by unanimous written consent dated as of December 30, 2002. The Plan of Merger was approved by the sole shareholder of the Parent by unanimous written consent dated as of December 30, 2002. Pursuant to Section 607.1104 of the Florida BCA, the approval of the shareholders of the Subsidiary is not required.

[signature page follows]

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SENT BY:

12-30- 2 14:08PM

GD&C - NY: # 37 C

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger as of December 30, 2002.

**AERO PRODUCTS HOLDINGS, INC.,**  
a Florida corporation

By: *Kevin B. McColligan*  
Name: Kevin McColligan  
Title: Chief Executive Officer

**AERO PRODUCTS INTERNATIONAL, INC.,**  
a Florida corporation

By: *Kevin B. McColligan*  
Name: Kevin McColligan  
Title: Chief Executive Officer

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Exhibit "A"

**PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted and approved by **AERO PRODUCTS HOLDINGS, INC.**, a Florida corporation (the "Parent") and **AERO PRODUCTS INTERNATIONAL, INC.**, a Florida corporation and a wholly-owned subsidiary of the Parent (the "Subsidiary") pursuant to Section 607.1104 of the Florida Business Corporation Act ("Florida BCA").

**RECITALS**

The board of directors and the sole shareholder of the Parent and the board of directors of the Subsidiary have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that the Parent be merged with and into the Subsidiary (the "Merger") on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**The Merger**

At the Effective Time (as defined in Article V below), the Parent shall be merged with and into the Subsidiary.

**ARTICLE II**  
**The Surviving Corporation**

At the Effective Time, (a) the Subsidiary shall be the surviving corporation of the Merger and shall continue to exist as a corporation under and be governed by the laws of the State of Florida; (b) the separate corporate existence of the Parent shall cease; (c) the Articles of Incorporation of the Subsidiary, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving corporation; and (d) the Bylaws of the Subsidiary, as in effect immediately prior to the Effective Time, shall be the Bylaws of the surviving corporation.

**ARTICLE III**  
**Manner and Basis of Converting Shares and Rights to Acquire Shares**

A. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Parent, par value \$.01 per share, shall be automatically converted into one share of common stock of the Subsidiary, \$.01 par value per share. Each holder of outstanding shares of common stock of the Parent immediately prior to the Effective Time shall (i) surrender to the Subsidiary for cancellation the certificate evidencing such holder's shares of common stock of the Parent and (ii) receive in exchange therefor a certificate evidencing that number of shares of common stock of the

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Subsidiary into which such holder's shares of common stock of the Parent were converted in accordance with the immediately preceding sentence.

B. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding right to acquire shares, obligations or other securities of the Parent, to the extent that any such rights exist, shall be canceled and extinguished.

C. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary held by the Parent immediately prior to the Effective Time shall be canceled.

#### **ARTICLE IV** **Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Parent and the Subsidiary shall vest in the Subsidiary, and all liabilities and obligations of the Parent and the Subsidiary shall become liabilities and obligations of the Subsidiary.

#### **ARTICLE V** **Effective Time of Merger**

The Merger shall be effective on the date on which the Articles of Merger with respect to the Merger, a copy of which are attached hereto, are filed with the Florida Department of State (the "Effective Time").

#### **ARTICLE VI** **Statement Required Under** **Section 607.1104(1)(b)(4) of the Florida BCA**

Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida BCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida BCA, may be entitled, if they comply with the provisions of the Florida BCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

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SENT BY:

12-30- 2 : 4:08PM :

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of December 30, 2002.

**AERO PRODUCTS HOLDINGS, INC.,**  
a Florida corporation

By: 

Name: Kevin McColgan

Title: Chief Executive Officer

**AERO PRODUCTS INTERNATIONAL, INC.,**  
a Florida corporation

By: 

Name: Kevin McColgan

Title: Chief Executive Officer

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