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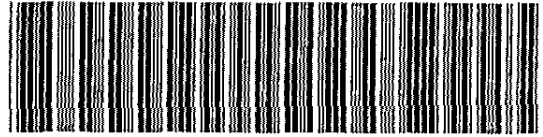
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JAS Aircraft Sales Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mike JOrgensen

(Name of person)

Mike Jorgensen, Attorney

(Name of firm/company)

11250 St. Augustine Road, 15-353

(Address)

Jacksonville, FL 32257

(City/state and zip code)

For further information concerning this matter, please call:

Mike JOrgensen

(Name of person)

at

(904)

994-7231

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**ARTICLES OF MERGER
OF IMEX OF JACKSONVILLE, INC.
INTO JAS AIRCRAFT SALES, INC.**

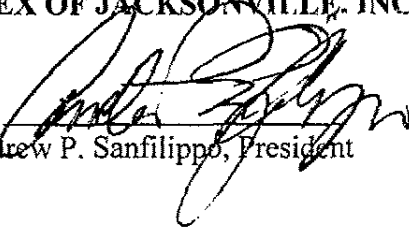
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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **IMEX OF JACKSONVILLE, INC.**, a Florida corporation, and **JAS Aircraft Sales, Inc.**, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Imex of Jacksonville, Inc., and JAS Aircraft Sales, Inc., with JAS Aircraft Sales, Inc. being the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be effective as of the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.
4. The Plan of Merger was duly approved by the shareholders of each of Imex of Jacksonville, Inc., and JAS Aircraft Sales, Inc. by unanimous written consent dated January 1, 2005.
5. The Plan of Merger was duly approved by the Board of Directors of each IMEX OF JACKSONVILLE, INC., and JAS Aircraft Sales, Inc. by unanimous written consent dated as of January 1, 2005.

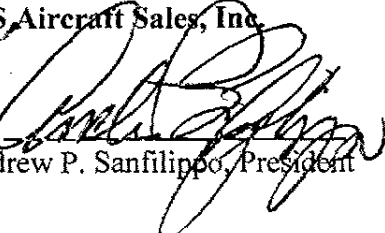
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers March 8, 2005.

IMEX OF JACKSONVILLE, INC.

By: 

Andrew P. Sanfilippo, President

JAS Aircraft Sales, Inc.

By: 

Andrew P. Sanfilippo, President

PLAN OF MERGER

This **PLAN OF MERGER** is effective as of March 8, 2005 among **JAS Aircraft Sales, Inc.**, a Florida corporation, and **Imex of Jacksonville, Inc.**, a Florida corporation.

STIPULATIONS

A. **JAS Aircraft Sales, Inc.** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9624 Sunbeam Center Drive, Jacksonville, FL 32257, and has a capitalization of 10,000 authorized shares of \$1.00 common stock, of which 10,000 shares are issued and outstanding.

Imex of Jacksonville, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9624 Sunbeam Center Drive, Jacksonville, FL 32257, and has a capitalization of 1,000 authorized shares of \$.01 common stock, of which 1000 shares are outstanding.

The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that **Imex of Jacksonville, Inc.** be merged with and into **JAS Aircraft Sales, Inc.**, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** **Imex of Jacksonville, Inc.** shall merge with and into **JAS Aircraft Sales, Inc.**, which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of **Imex of Jacksonville, Inc.** shall cease, and **JAS Aircraft Sales, Inc.**, as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of **Imex of Jacksonville, Inc.**, without the necessity for any separate transfer. **JAS Aircraft Sales, Inc.**, as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of **Imex of Jacksonville, Inc.**, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed **Imex of Jacksonville, Inc.** shares be absorbed into shares of the surviving **JAS Aircraft Sales, Inc.** is as follows:

- (a) On the effective date of the merger, each outstanding share of stock of **Imex of Jacksonville, Inc.** shall cease to be outstanding and canceled, and no payment shall be made nor consideration paid with respect thereto.
- (b) Each issued and outstanding share of JAS Aircraft Sales, Inc. common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of JAS Aircraft Sales, Inc. common stock that are issued and outstanding.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving JAS Aircraft Sales, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving JAS Aircraft Sales, Inc. shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving JAS Aircraft Sales, Inc. shall continue to be the directors and officers of the surviving JAS Aircraft Sales, Inc. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

9. **Effective Date of Merger.** The effective date of this merger shall be effective as of the date when the articles of merger are filed by the Florida Department of State.

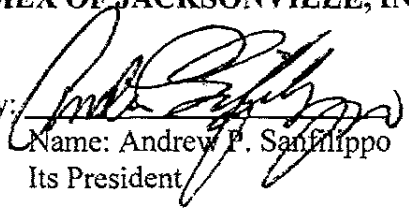
10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of either surviving or the absorbed corporations at any time prior to the effective date of the merger.

11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 8th day of March 2005.

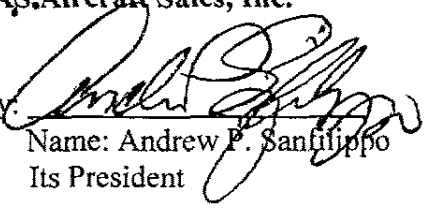
IMEX OF JACKSONVILLE, INC.

By:


Name: Andrew P. Sanfilippo
Its President

JAS. Aircraft Sales, Inc.

By:


Name: Andrew P. Sanfilippo
Its President