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MERGER OR SHARE EXCHANGE

GREATER MARBACH AIRLINES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger
09/11/02
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PROFESSIONAL AVIATION, INC., a Pennsylvania corporation not authorized to
transact business in the State of Florida

INTO

GREATER MARBACH AIRLINES, INC., a Florida entity, P02000092073

File date: September 11, 2002

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
PROFESSIONAL AVIATION, INC.,
AND
GREATER MARBACH AIRLINES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 11 PM 4:21

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Attached hereto as Exhibit "A" and made a part hereof is the Plan of Merger for merging Professional Aviation, Inc., a Pennsylvania corporation with and into Greater Marbach Airlines, Inc.

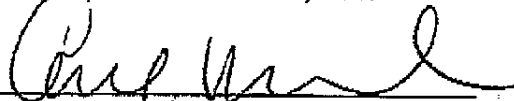
2. The merger of Professional Aviation, Inc. with and into Greater Marbach Airlines, Inc. is permitted by the laws of the jurisdiction of organization of Professional Aviation, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Professional Aviation, Inc. was August 29, 2002.

3. There are no shareholders of Greater Marbach Airlines, Inc. entitled to vote on the Plan of Merger and action by the shareholders of the surviving corporation on the Plan of Merger is not required pursuant to the provisions of Section 607.1003. The Board of Directors approved and adopted the aforesaid Plan of Merger by written consent given on August 29, 2002 in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act.

4. The effective date of the merger herein provided for in the State of Florida shall be upon the date on which the Articles of Merger are filed with the Florida Department of State.

Executed on September 9, 2002.

PROFESSIONAL AVIATION, INC.

By: 
Carl Marbach, CEO

GREATER MARBACH AIRLINES, INC.

By: 
Carl Marbach, President

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EXHIBIT "A"

PLAN OF MERGER

PLAN OF MERGER adopted for Professional Aviation, Inc., a business corporation organized under the laws of the State of Pennsylvania, by resolution of its Board of Directors on August 29, 2002 and adopted for Greater Marbach Airlines, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 29, 2002. The names of the corporations planning to merge are Professional Aviation, Inc., a business corporation organized under the laws of the State of Pennsylvania, and Greater Marbach Airlines, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Professional Aviation, Inc. plans to merge is Greater Marbach Airlines, Inc.

1. Professional Aviation, Inc. and Greater Marbach Airlines, Inc., shall, pursuant to the provisions of the laws of the State of Pennsylvania and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Greater Marbach Airlines, Inc., which shall be the surviving corporation at the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Professional Aviation, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective date of the merger shall be the Articles of Incorporation of said surviving corporation and will continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first 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.

5. Each issued share of the non-surviving corporation immediately prior to the effective date of the merger shall at the effective date of merger be converted into one share of the surviving corporation.

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6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved by the directors of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the directors of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Pennsylvania and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of this Plan of Merger and of the merger therein provided for shall be upon the date on which the Articles of Merger are filed with the Pennsylvania Department of State and with the Florida Department of State.

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