

P03000080787

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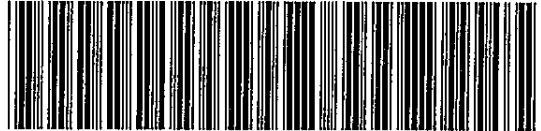
(Business Entity Name)

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07/28/03--01037--002 **35.00

08/11/03--01052--018 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 AUG 11 PM 4:26

Merger

8/13/03

DC



RIDER BENNETT

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Thomas I. Barnes
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August 5, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger -- F³ Aviation, Inc.
File No. 8923/94-4249

Dear Sir or Madam:

Enclosed for refiling are the Articles of Merger of F3 Aviation, Inc., a Colorado Corporation, with and into, F3 Aviation Inc., a Florida Corporation and a check made payable to the Florida Department of State in the amount of \$43.75. Last week, our office sent \$35.00 to cover the cost of filing these Articles. We were informed that this would not be a sufficient amount to cover the costs of filing and receiving a certified copy of them. The enclosed check should cover the remaining balance.

Also, please notice clause 9 of the Plan of Merger attached as Exhibit A and incorporated by reference into the Articles of Merger. The letter we received from your office indicated that the Articles did not contain the date of adoption of the Plan of Merger by the shareholders or by the board of directors for each corporation. We believe clause 9 allays this concern.

Please call me at the number above if you have any further questions or concerns.

Thanks for your assistance with this matter.

Very truly yours,

RIDER, BENNETT, LLP

By 
Thomas I. Barnes

TIB
Encs.



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July 22, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger - F3 Aviation, Inc.
Our File No. 8923/944249

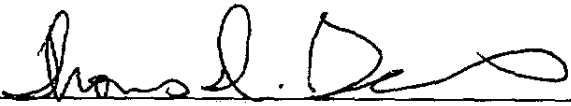
Dear Sir or Madam:

Enclosed for filing please find Articles of Merger for F3 Aviation, Inc. together with a check made payable to the Florida Department of State in the amount of \$35.00 to cover the cost of filing. Also enclosed please find a self-addressed stamped envelope for return of the filed document to our office.

Please call me at the number above if there is any problem with this filing or if any further information is needed. Thank you for your assistance with this matter.

Very truly yours,

RIDER BENNETT, LLP

By 
Thomas I. Barnes

TIB/dgl
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 31, 2003

THOMAS I. BARNES
RIDER BENNETT, LLP
333 SOUTH SEVENTH STREET, SUITE 2000
MINNEAPOLIS, MN 55402

SUBJECT: F3 AVIATION, INC.
Ref. Number: P03000080787

We have received your document for F3 AVIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 503A00044305

ARTICLES OF MERGER
OF
F³ AVIATION, INC., A COLORADO CORPORATION
WITH AND INTO
F³ AVIATION, INC., A FLORIDA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to § 607.1101 through § 607.1107 of the Florida Business Corporation Act, each of the undersigned corporations hereby certify that:

1. The Plan of Merger regarding the Merger of F³ Aviation, Inc., a Colorado corporation (the "Corporation"), with and into F³ Aviation, Inc., a Florida Corporation ("F³ FL") is attached hereto as Exhibit A.
2. The attached Plan of Merger was approved by the sole member of the Board of Directors, effective as of June 6, 2003.
3. The attached Plan of Merger did not require approval of the sole shareholder of F³.

F³ Aviation, Inc. (CO):

By J. J. Fleischhacker
John Fleischhacker
President

F³ Aviation, Inc. (FL):

By J. J. Fleischhacker
John Fleischhacker
President

EXHIBIT A

PLAN OF MERGER OF F³ AVIATION, INC., A COLORADO CORPORATION WITH AND INTO F³ AVIATION, INC., A FLORIDA CORPORATION

1. The name of the acquired corporation is F³ Aviation, Inc., a Colorado corporation (the "Corporation"). The name of the surviving corporation is F³ Aviation, Inc., a Florida corporation ("F³ FL").
2. John Fleischhacker owns 100% of the issued and outstanding common capital stock of the Corporation and F³ FL, that being each entity's only class of stock.
3. At the Effective Time, each share of common stock, par value .01 dollars per share of the Corporation, which is issued and outstanding immediately prior to the Effective Time, by operation of law, shall become an issued and outstanding share of common stock, par value .01 dollars per share of F³.
4. The shares of the Corporation shall be surrendered for cancellation, and in consideration thereof, each shareholder of the Corporation shall be issued an equal number of shares of F³ FL. All of the rights, privileges, immunities and franchises theretofore owned or possessed by the Corporation and all property, whether real or personal, and all debts due on whatever account, and every other interest of or belonging to or due to the Corporation shall be taken and deemed to be transferred to and vested in F³ FL, without further act or deed, and the title to any real estate or any interest therein vested in either of said corporations shall not revert or be in any way impaired by reason of said merger, and F³ FL shall thenceforth be responsible and liable for and assume all debts, liabilities and obligations of F³ FL.
5. The Board of Directors of F³ FL shall consist solely of John Fleischhacker until the next annual meeting or until such time as his successor has been elected and qualified.
6. All persons who, at the Effective Date, are executive or administrative officers of F³ FL, shall remain as officers of F³ FL until the Board of Directors of F³ FL shall otherwise determine. The Board of Directors of F³ FL may elect to appoint such additional officers as it may determine.
7. F³ FL will keep the Corporation's federal tax identification number.

8. The merger herein provided shall become effective on June 11, 2003.
9. The merger herein provided was approved by the sole member of the Board of Directors and the sole Shareholder of the Corporation, effective as of June 10, 2003.