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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 JUN 23 AM 11:43

**FILED**

**LEVY KNEEN P.L.**

JEFFREY D. KNEEN  
DIRECT 561.478.4711  
jkneen@levykneen.com

June 22, 2010

*VIA FEDERAL EXPRESS*

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: ARTICLES OF MERGER  
Surviving Party: Rotortech Services, Inc.  
Merging Party: Rotortech Properties LC

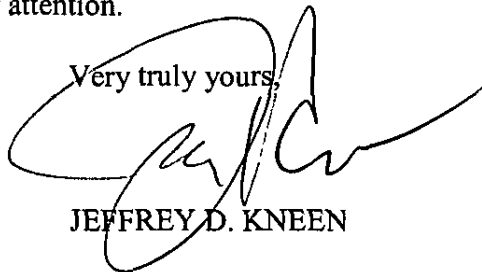
To Whom It May Concern:

Enclosed for filing are Articles of Merger for Florida Profit Corporation and Florida Limited Liability Company merging Rotortech Properties LC into Rotortech Services, Inc. Also enclosed is our check in the amount of \$90 for the filing fees as follows:

\$25.00 for each limited liability company  
\$35.00 for each corporation  
\$30.00 certified copy

Please forward the certified copy to my attention.

Very truly yours,



JEFFREY D. KNEEN

JDK:jf  
enc.

cc: Frank Scerbo, Esq.  
Gerald Van Vliet, Esq.

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**ARTICLES OF MERGER  
FOR FLORIDA PROFIT CORPORATION  
AND  
FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382(3), Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging party is ROTORTECH PROPERTIES LC, a Florida limited liability company, whose Florida document number is L04000013599:

**SECOND:** The exact name and jurisdiction of the surviving party is ROTORTECH SERVICES, INC., a Florida corporation, whose Florida document number is P03000083840.

**THIRD:** The attached Plan of Merger was approved by the sole Manager-Member of the merging party in accordance with the provisions of Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved unanimously by the Board of Directors and sole shareholder of the surviving party in accordance with the provisions of Chapter 607, Florida Statutes.

**FIFTH:** The merger shall become effective on June 30, 2010.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approvals as hereinabove set forth, have caused these Articles to be executed by the President of each party hereto, as of the \_\_\_\_ day of 6/21/10, 2010.

**SURVIVING PARTY:**

**ROTORTECH SERVICES, INC.,** a Florida corporation

By: \_\_\_\_\_

Walter McPhail, its President

**MERGING PARTY:**

**ROTORTECH PROPERTIES LC** a Florida limited liability company

By: \_\_\_\_\_

Walter McPhail, its Manager-Member

**FILED**  
JUN 23 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **PLAN OF MERGER**

**FIRST:** The exact name and jurisdiction of the merging party is ROTORTECH PROPERTIES LC, a Florida limited liability company.

**SECOND:** The exact name and jurisdiction of the surviving party is ROTORTECH SERVICES, INC., a Florida corporation.

**THIRD:** The terms and conditions of the merger are as follows:

- 3.1 On the effective date of this merger as hereinafter set forth (the "Effective Date"), the separate existence of the **merging** party shall cease, and the **surviving** party shall succeed to all the rights, privileges, immunities and franchises and all of the property, real, personal and mixed, of the **merging** party, without the necessity of any separate transfer. The **surviving** party shall continue its corporate existence under the laws of the State of Florida. On the Effective Date, the separate existence and organization of the **merging** party shall be terminated and ceased.
- 3.2 The **surviving** party shall, upon the Effective Date of this merger, be responsible and liable for all liabilities and obligations of the **merging** party. Any claim existing or action or proceeding pending by or against the **merging** party may be continued as if the merger did not occur or the **surviving** party may be substituted in the proceeding for the **merging** party. Neither the rights of creditors nor any liens upon the property of the **merging** party shall be impaired by such merger.
- 3.3 This merger shall occur and be effective on June 30, 2010.

**FOURTH:** The effect of this Plan of Merger to the Membership Rights and Interests of the **merging** party and to the shares of the **surviving** party are as follows:


- 4.1 All Membership Rights and Interests of the **merging** party and any rights to acquire any Membership Rights and Interests of the **merging** party shall be, as of the Effective Date, cancelled and retired and no shares, cash, property or other consideration shall be exchangeable with respect thereto.
- 4.2 The shares of the **surviving** party are not affected by this merger. The shareholder(s) of the **surviving** party whose shares are outstanding immediately prior to the Effective Date of the merger will hold the same number of shares,

with identical designations, preferences, limitations and relative rights, immediately after the merger.

**SURVIVING PARTY**

**ROTORTECH SERVICES, INC.,** a  
Florida corporation

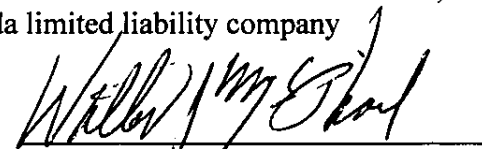
By:

  
Walter McPhail, its President

**MERGING PARTY**

**ROTORTECH PROPERTIES LC,** a  
Florida limited liability company

By:

  
Walter McPhail, its Manager-Member