

09/28/2006 15:38 FAX 407 231831

DEAN MEAD ORLANDO

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Florida Department of State

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MERGER OR SHARE EXCHANGE

Concord Air, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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Merger

09/29/06 RETURN TO MF

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Concord Air, Inc.	Delaware	4225110

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Concord Air, Inc.	Florida	P03000132918
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 25, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 25, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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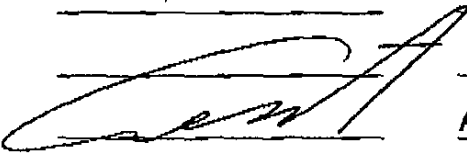
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
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<u>Concord Air, Inc.,</u>		<u>Anthony J. Bruno, President</u>
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<u>a Florida corporation</u>		
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<u>Concord Air, Inc.,</u>		<u>Anthony J. Bruno, President</u>
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<u>a Delaware corporation</u>		
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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION (the "Agreement of Merger") is entered into this 25th day of September, 2006 (the "Initial Effective Date"), by and between CONCORD AIR, INC., a Florida corporation (referred to herein as the "Merging Corporation" and/or "Concord Florida"), and CONCORD AIR, INC., a Delaware corporation (referred to herein as the "Surviving Corporation" and/or "Concord Delaware").

RECITALS

A. The Board of Directors of Concord Florida have resolved that the place of organization of Concord Florida be changed from Florida to Delaware and Concord Delaware has been formed and stock thereof has been issued in respect of the stock of Concord Florida.

B. The Boards of Directors of Concord Florida and Concord Delaware have resolved that Concord Florida be merged pursuant to the General Corporation Law of the State of Delaware and the Business Corporation Act of the State of Florida into a single corporation existing under the laws of the State of Delaware, to wit, Concord Delaware, which shall be the Surviving Corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

C. The authorized capital stock of Concord Florida consists of one thousand (1,000) shares of common stock without par value (the "Concord Florida Common Stock"), of which one thousand (1,000) shares are issued and outstanding.

D. The authorized capital stock of Concord Delaware consists of one thousand (1,000) shares of common stock without par value (the "Concord Delaware Common Stock"), of which one thousand (1,000) shares are issued and outstanding, and all of which shares were issued to Concord Property Holdings, Inc., a Florida corporation, in respect of its stock of Concord Florida.

E. The respective Board of Directors of Concord Florida and Concord Delaware have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual premises and the mutual agreements, provisions, and covenants herein contained, the parties hereby agree in accordance with the applicable state laws that Concord Florida shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") with and into a single corporation existing under the laws of the State of Delaware, to wit, Concord Delaware, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

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1. Recitals. The recitals set forth in Paragraphs A through E above are true and correct and are hereby incorporated herein by reference.

2. Shareholders' Meetings; Filings; Effects of Merger.

2.1 Concord Florida Shareholders' Approval. In accordance with the Business Corporation Act of the State of Florida, the Concord Florida shareholders shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

2.2 Concord Delaware Shareholders' Approval. In accordance with the General Corporation Law of the State of Delaware, the Concord Delaware shareholders shall consider and vote upon, by written consent in lieu of meeting, among other matters, adoption of this Agreement.

2.3 Filing of Articles of Merger. If (a) this Agreement of Merger is adopted by the shareholders of Concord Florida in accordance with the Business Corporation Act of the State of Florida, (b) this Agreement of Merger is adopted by Concord Delaware in accordance with the General Corporation Law of the State of Delaware, and (c) this Agreement of Merger is not thereafter and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Business Corporation Act of the State of Florida, and a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Delaware. Such filings shall be made on the same day.

2.4 Effective Date. It is intended that all assets and liabilities of Concord Florida as of the Initial Effective Date shall be conveyed to Concord Delaware as a mere change in place of organization of Concord Florida pursuant to Internal Revenue Code Section 368(a)(1)(F). The Merger shall become effective upon the filing of Articles of Merger in Florida and Delaware, which date and time are herein referred to as the "Effective Date."

2.5 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Corporation; and all and singular, the rights, privileges, powers and franchises of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation, on whatever account, as well for all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers or shareholders of the Merging Corporation, or the corresponding

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officers or directors of the Surviving Corporation, may, in the name of the Merging Corporation execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Corporation's property, rights, privileges, powers, franchises, and immunities of the Merging Corporation and otherwise to carry out the purposes of this Agreement of Merger.

3. Names and Places of Incorporation of Merging and Surviving Corporations; Articles of Incorporation and Bylaws of Surviving Corporation.

3.1 Name and Place of Incorporation of Merging Corporation. The name and place of Incorporation of the Merging Corporation from and after the Effective Date are and shall be Concord Air, Inc., a Florida corporation.

3.2 Name and Place of Incorporation of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date is and shall be Concord Air, Inc., a Delaware corporation.

3.3 Articles of Incorporation of Surviving Corporation. The Certificate of Incorporation of Concord Delaware, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation.

3.4 Bylaws of Surviving Corporation. The Bylaws of Concord Delaware, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

4. Status and Conversion of Stock and Other Securities. The manner and basis of converting the shares of stock of Concord Florida into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of Concord Florida into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or on part, into cash or other property are as follows:

4.1 Concord Florida Common Stock. Concord Property Holdings, Inc., a Florida corporation, is the sole shareholder of Concord Florida. On the Effective Date of the Merger, each share of common stock of Concord Florida Common Stock issued and outstanding shall be cancelled and retired without any action on the part of the holder thereof, and all certificates representing such shares of stock shall be cancelled, and no cash, securities, property or other forms of consideration shall be issued with respect to such stock as a result of the Merger.

4.2 Concord Delaware Common Stock. Concord Property Holdings, Inc., a Florida corporation, is the sole shareholder of Concord Delaware. On the Effective Date of the Merger, each share of common stock of Concord Delaware Common Stock issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unchanged as a

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result of the Merger, and no shares of stock of Concord Delaware Common Stock or other forms of consideration will be issued as a result of the Merger.

5. Miscellaneous.

5.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Concord Florida, if the Board of Directors of Concord Florida or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

IN WITNESS WHEREOF, this Agreement of Merger has been executed by Concord Florida and Concord Delaware on the date first above written.

"MERGING CORPORATION"

CONCORD AIR, INC., a Florida corporation

By: 

Anthony J. Bruno, President

"SURVIVING CORPORATION"

CONCORD AIR, INC., a Delaware corporation

By: 

Anthony J. Bruno, President