

P03 000140433

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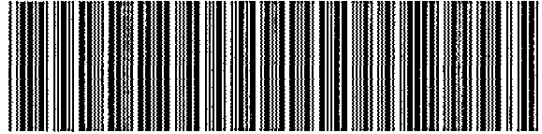
(Business Entity Name)

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5/03/04 CORPORATE DETAIL RECORD SCREEN 1:40 PM
NUM: S18744 ST:FL ACTIVE/FL PROFIT FLD: 12/10/1990 EFF: 01/01/1991
LAST: NAME CHANGE AMENDMENT FLD: 02/14/2002
FEI#: 65-0230315
NAME : WARD, DAMON & POSNER, P.A.
NH: 5
PRINCIPAL: 4420 BEACON CIRCLE CHANGED: 04/18/02
ADDRESS SUITE 100
WEST PALM BEACH, FL 33407 US
RA NAME : WARD III, PHILLIP H. NAME CHG: 04/14/99
RA ADDR : 4420 BEACON CIRCLE ADDR CHG: 04/24/98
SUITE 100
WEST PALM BEACH, FL 33407 US
ANN REP : (2002) A 04/18/02 (2003) A 04/14/03 (2004) N 04/19/04

5/03/04 OFFICER/DIRECTOR DETAIL SCREEN 1:40 PM
CORP NUMBER: S18744 CORP NAME: WARD, DAMON & POSNER, P.A.
TITLE: DPT NAME: WARD, PHILIP H III
4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407
TITLE: DVS NAME: DAMON, CONRAD
4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407
TITLE: DV NAME: POSNER, MICHAEL J
4420 BEACON CIRCLE
WEST PALM BEACH, FL 33407

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Articles of Merger dated December 31, 2003, between Avstar Aircraft Accessories, LLC, a New York Limited Liability Company, hereinafter referred to as the "Absorbed Company," and Avstar Aircraft Accessories, Inc., a Florida corporation, hereinafter referred to as the "Surviving Corporation."

RECITALS

- A. Absorbed Company is a limited liability company organized under the laws of the State of New York, and
- B. Surviving Corporation is a corporation organized under the laws of the State of Florida; and
- C. The purpose of the merger is to effectuate a change in the place of organization of the Absorbed Company to the State of Florida as part as of a Type "F" reorganization.

NOW, THEREFORE, in accordance with Section 607.1109 Florida Statutes, the following Articles of Merger are hereby adopted:

1. Plan of Merger. Absorbed Company and Surviving Corporation, being validly and legally formed under the laws of the State of New York and the State of Florida, respectively, have adopted a Plan of Merger whereby the Absorbed Corporation shall merge with and into Surviving Corporation and Surviving Corporation shall continue as the sole remaining business organization. Each outstanding Membership Interest of Absorbed Company issued and outstanding as of the Effective Date of the Merger shall be converted into 100 shares of common stock of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation following the Effective Date of the Merger.

2. New York Law. The Merger is permitted under the laws of New York and the Plan of Merger was approved in accordance with the laws of the State of New York.

3. Name. The Plan of Merger was adopted pursuant to Section 607.1108, Florida Statutes.

4. Articles of Incorporation. No changes in the Articles of Incorporation of the Surviving Corporation have been made.

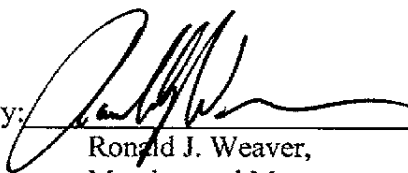
5. Approval by Absorbed Company. The Plan of Merger was approved by the sole member and manager of Absorbed Company, a New York limited liability company, as of December 31, 2003.

6. Approval by Surviving Corporation. The Plan of Merger was approved by the sole shareholder and director of Surviving Corporation as of December 31, 2003.

Dated December 31, 2003.

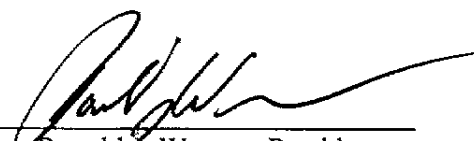
Absorbed Company:

Avstar Aircraft Accessories, LLC.,
a New York Limited Liability Company

By: 
Ronald J. Weaver,
Member and Manager

Surviving Corporation:

Avstar Aircraft Accessories, Inc.
a Florida Corporation

By: 
Ronald J. Weaver, President

Attest:



Ronald J. Weaver, Secretary

[Corporate Seal]