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## MERGER OR SHARE EXCHANGE

### AGRICULTURAL AIRCRAFT LEASING, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
AGRICULTURAL AIRCRAFT LEASING, INC.  
(an Alabama corporation)  
WITH AND INTO  
AGRICULTURAL AIRCRAFT LEASING, INC.  
(a Florida corporation)  
(Florida Document ID # P04000046393)**

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act (the "Alabama Act"), the undersigned corporations enter into these Articles of Merger by which Agricultural Aircraft Leasing, Inc., an Alabama corporation (the "Merging Corporation"), incorporated in Bullock County, Alabama shall be merged with and into Agricultural Aircraft Leasing, Inc., a Florida corporation and Agricultural Aircraft Leasing, Inc., a Florida corporation, shall be the surviving corporation (the "Surviving Corporation"), in accordance with the Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act and Section 10-2B-11.03 of the Alabama Act, and the undersigned corporations hereby certify as follows:

First, a copy of the Plan is attached hereto and made a part hereof.

Second, the merger shall become effective at the close of business on the date these Articles are filed with the Secretary of State.

Third, pursuant to Sections 607.1101 and 607.1103 of the Florida Act, the Plan was adopted on March 11, 2004, by joint unanimous written consent of the directors and shareholders of the Surviving Corporation. The only voting group of the Surviving Corporation entitled to vote on the adoption of the Plan consists of holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

Fourth, pursuant to Sections 10-2B-11.01 and 10-2B-11.03 of the Alabama Act, the Plan was adopted on March 11, 2004 by joint unanimous written consent of the directors and shareholders of the Merging Corporation. The only voting group of the Merging Corporation entitled to vote on the adoption of the Plan consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that group.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by  
Agricultural Aircraft Leasing, Inc., an Alabama corporation, as the Merging Corporation and  
Agricultural Aircraft Leasing, Inc., a Florida corporation, as the Surviving Corporation, this 17th  
day of March, 2004.

**MERGING CORPORATION**

**AGRICULTURAL AIRCRAFT LEASING,  
INC., an Alabama corporation**

By: 

Donald W. McArthur, III,  
President

**SURVIVING CORPORATION**

**AGRICULTURAL AIRCRAFT LEASING,  
INC., a Florida corporation**

By: 

Donald W. McArthur, III,  
President

### PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of Agricultural Aircraft Leasing, Inc., an Alabama corporation (the "Merging Corporation") with and into Agricultural Aircraft Leasing, Inc. a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation. The parties intend that this Plan shall be construed as a Plan of Reorganization and that the merger will qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
2. **Effective Date.** The merger shall become effective at the close of business on the date the Articles of Merger are filed with the Secretary of State (the "Effective Date").
3. **Cancellation of Merging Corporation Stock.** On the Effective Date, each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be canceled by virtue of the Merger, automatically, without any action on the part of the Merging Corporation or otherwise..
4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the officers and directors of the Surviving Corporation or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.
5. **Articles of Incorporation, Bylaws, Directors and Officers of the Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation as in effect prior to the Effective Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, and the Surviving Corporation's Bylaws in effect immediately prior to the Effective Date, shall continue without change as the Bylaws of the Surviving Corporation immediately after the Effective Date, until the same shall be amended in accordance with

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applicable law. The directors and officers of the Surviving Corporation holding office immediately prior to the Effective Date shall be the directors and officers, respectively, of the Surviving Corporation immediately after the Effective Date, to hold office in accordance with the Bylaws of the Surviving Corporation until their respective successors are duly elected and qualified or until their earlier resignation or removal.

6. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Alabama Secretary of State and the Florida Secretary of State, by filing a Notice of Abandonment with such authorities.

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IN WITNESS WHEREOF, this Plan of Merger has been duly executed by the duly authorized corporate officers of the Merging Corporation and the Surviving Corporation, as of the 11th day of March, 2004.

**MERGING CORPORATION**

**AGRICULTURAL AIRCRAFT LEASING,  
INC., an Alabama corporation**

By: 

Donald W. McArthur, III,  
President

**SURVIVING CORPORATION**

**AGRICULTURAL AIRCRAFT LEASING,  
INC., a Florida corporation**

By: 

Donald W. McArthur, III,  
President