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Division of Corporations

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Account Name : PURCELL, FLANAGAN & MAY, P.A.  
Account Number : 071722000522  
Phone : (904)355-0355  
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## MERGER OR SHARE EXCHANGE

FLORIDA HELIJET, INC.

Certificate of Status	0
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ARTICLES OF MERGER  
OF FLORIDA HELIJET, LLC  
WITH AND INTO FLORIDA HELIJET, INC.

604-17213  
705-49170

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, FLORIDA HELIJET, INC., a Florida corporation, and FLORIDA HELIJET, LLC, a Florida limited liability company, hereby submit the following Articles of Merger:

1. The names of the corporation and the limited liability company that are parties to the merger are FLORIDA HELIJET, INC., and FLORIDA HELIJET, LLC., respectively. FLORIDA HELIJET, INC. is the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.
4. The Plan of Merger was duly approved by the Shareholders of FLORIDA HELIJET, INC., and the Members of FLORIDA HELIJET, LLC, respectively, by unanimous written consents dated April 5, 2005.
5. The Plan of Merger was duly approved by the Board of Directors of FLORIDA HELIJET, INC., and the officers of FLORIDA HELIJET, LLC, by unanimous written consents dated April 5, 2005.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of April 11, 2005.

FLORIDA HELIJET, INC.

FLORIDA HELIJET, LLC

By: 

Steven C. Davis,  
Its: President

By: 

Stephen C. Davis,  
Its: President

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### PLAN OF MERGER

This PLAN OF MERGER is dated April 5, 2005 among FLORIDA HELIJET, INC., a Florida corporation, and FLORIDA HELIJET, LLC, a Florida limited liability company.

### STIPULATIONS

- A. FLORIDA HELIJET, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 855-5 North St. Johns Bluff Road, Hangar 4302, Jacksonville, Florida 32226, and has a capitalization of 7,500 authorized shares of \$.10 common stock, of which 100 shares are issued and outstanding.
- B. FLORIDA HELIJET, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 514 Rutile Drive, Ponte Vedra Beach, Florida 32082, and has a capitalization of 7,500 membership units, of which 100 are issued and outstanding.
- C. The Board of Directors and Shareholders of FLORIDA HELIJET, INC. and the Members of FLORIDA HELIJET, LLC deem it desirable and in the best business interests of the corporation and the limited liability company that FLORIDA HELIJET, LLC be merged with and into FLORIDA HELIJET, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and Sections 608.438 et seq. of the Florida Limited Liability Company Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, FLORIDA HELIJET, INC. and FLORIDA HELIJET, LLC agree as follows:

1. **Merger.** FLORIDA HELIJET, LLC shall merge with and into FLORIDA HELIJET, INC. FLORIDA HELIJET, INC. shall be the surviving corporation.
2. **Terms and Conditions.** On the effective date of the merger, the separate existence of FLORIDA HELIJET, LLC shall cease, and FLORIDA HELIJET, INC., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of FLORIDA HELIJET, LLC, without the necessity for any separate transfer. FLORIDA HELIJET, INC., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of FLORIDA HELIJET, LLC and neither the rights of creditors nor any liens on the property of the absorbed limited liability company shall be impaired by the merger.

Exhibit A

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3. **Conversion of Shares.** The manner and basis of converting the membership units of the absorbed FLORIDA HELIJET, LLC into shares of the surviving FLORIDA HELIJET, INC. is as follows:
  - (a) On the effective date of the merger, each outstanding membership unit of FLORIDA HELIJET, LLC shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.
  - (b) Each issued and outstanding share of FLORIDA HELIJET, INC. common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of FLORIDA HELIJET, INC. common stock that are issued and outstanding.
4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving FLORIDA HELIJET, INC. shall continue to be its articles of incorporation following the effective date of the merger.
5. **Changes in Bylaws.** The Bylaws of the surviving FLORIDA HELIJET, INC. shall continue to be its bylaws following the effective date of the merger.
6. **Directors and Officers.** The directors and officers of the surviving FLORIDA HELIJET, INC. shall continue to be the directors and officers of the surviving FLORIDA HELIJET, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
7. **Prohibited Transactions.** Neither FLORIDA HELIJET, INC. or FLORIDA HELIJET, LLC shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
8. **Approval by Shareholders and Members.** This Plan of Merger shall be submitted for the approval of the Shareholders of FLORIDA HELIJET, INC. and the members of FLORIDA HELIJET, LLC in the manner provided by the applicable laws of the State of Florida.
9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.
10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of FLORIDA HELIJET, INC. or the Members of FLORIDA HELIJET, LLC, at any time prior to the effective date of the merger.

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11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 5<sup>th</sup> day of April, 2005.

FLORIDA HELIJET, INC.

By: 

Stephen C. Davis  
Its: President

FLORIDA HELIJET, LLC

By: 

Stephen G. Davis  
Its: President

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