

P07000051292

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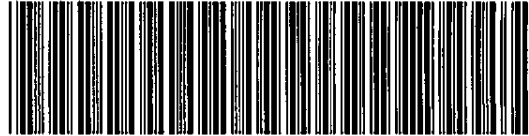
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15 FEB 16 AM 10:59
FEB 16 2015
TALLAHASSEE, FLORIDA

FEB 18 2015

C. CARROTHERS

WEBBER, HINDEN, McLEAN & ARBEITER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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February 13, 2015

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

Via Federal Express

RE: Articles of Merger by and between ACS Asset Management Corp and
Aero Accessories & Repair, Inc.
Our File No: F-1000

Dear Sir or Madam:

Enclosed please find the following:

1. Our law firm trust account check in the amount of \$70.00 (\$35.00 per corporation being merged);
2. An original and a copy of the Articles of Merger;
3. An original and copy of the Plan of Merger with attachment;
4. And a stamped pre-address enveloped for returning a "stamped" copy of the Articles of Merger and Plan of Merger with attachment.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Jon A. Hinden, Esquire

JAH/gki
Enclosures

Articles of Merger
(Profit Corporations)

FILED
15 FEB 16 AM 10:59
TALLAHASSEE, FLORIDA

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

First:

The name and jurisdiction of the surviving corporation:

ACS ASSET MANAGEMENT A Florida corporation
CORP.

Document No. P07000051292

Second:

The name and jurisdiction of each merging corporation:

AERO ACCESSORIES & A Florida corporation
REPAIR, INC.

Document No. P10000054343

ACS ASSET MANAGEMENT A Florida corporation
CORP.

Document No. P07000051292

Third:

The laws of the state or country under which each corporation that is a party to this merger is incorporated permits such merger (each corporation was incorporated under the laws of the State of Florida).

Fourth:

The Plan of Merger is attached.

Fifth:

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

Sixth:

The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on January 30, 2015

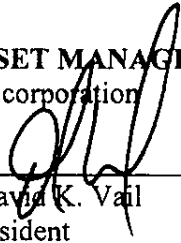
Seventh:

The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation on January 30, 2015.

Eighth

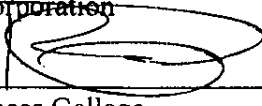
The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated above are true and correct.

ACS ASSET MANAGEMENT, INC.
a Florida corporation

By: 
Name: David K. Vail
Title: President

Dated: February 13, 2015

AERO ACCESSORIES & REPAIR, INC.
a Florida corporation

By: 
Name: Ramces Gallego
Title: Vice President

Dated: February 13, 2015

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
ACS ASSET MANAGEMENT CORP.	Florida

SECOND: The name and jurisdiction for each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
ACS ASSET MANAGEMENT CORP.	Florida
AERO ACCESSORIES & REPAIR, INC.	Florida

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

All shares of stock of each of the merging corporations shall be converted into an agreed upon number of shares of stock in the surviving corporation, which shall have one thousand (1,000) authorized shares, \$1.00 par value.

FOURTH: The manner and basis of converting shares of each corporation 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 each corporation into rights to acquire shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of each merging corporation have agreed upon the conversion of the shares of stock into the surviving corporation upon terms and conditions agreeable to each shareholder.

FIFTH: Restated and Amended Articles of Incorporation for the surviving corporation are attached.

SURVIVING COMPANY SHAREHOLDERS:

By: _____

David K. Nail

By: _____

Carmen Rodriguez

By: _____

Ramces Gallego

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
ACS ASSET MANAGEMENT CORP.**

Pursuant to Section 607.1006 and the Articles of Merger and Plan of Merger filed with the Florida Department of State, ACS ASSET MANAGEMENT CORP., as the Surviving Corporation (Document No. P07000051292) hereby files the following Restated and Amended Articles of Incorporation:

ARTICLE I

The name of the corporation is AERO ACCESSORIES & REPAIR, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation is 8730 NW 99 Street, Medley, Florida 33178.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4430 S.W. 64th Avenue, Davie, Florida 33314, and the name of the initial registered agent of the corporation at that address is Jon A. Hinden, Esquire.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David K. Vail
8730 NW 99 Street
Medley, Florida 33178

President/Treasurer/Director

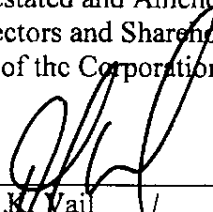
Ramces Gallego
2695 West 81 Street
Hialeah, FL 33016

Vice President/Director


Evelyn Vail
8730 NW 99 Street
Medley, Florida 33178

Treasurer/Secretary/Director

The above Restated and Amended Articles of Incorporation were adopted by the undersigned Board of Directors and Shareholders (being all of the members of the Board of Directors and Shareholders of the Corporation) by unanimous vote.

By: 
David K. Vail

By: 
Carmen Rodriguez

By: 
Ramces Gallego

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN RESTATED AND AMENDED ARTICLES OF INCORPORATION

Jon A. Hinden, Esquire, having a business office at the address set forth herein and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

By: _____

Jon A. Hinden, Esquire