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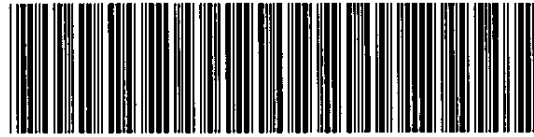
(Business Entity Name)

(Document Number)

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*merged*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JUN 30 AM 8:45

FILED

*DR*  
*6/30/08*

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# HONIGMAN

Honigman Miller Schwartz and Cohn LLP  
Attorneys and Counselors

Valerie M. Banas, Paralegal

(313) 465-7226  
Fax: (313) 465-7227  
vbanas@honigman.com

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*Via FedEx*

June 23, 2008

Ms. Annette Ramsey  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Clark Aviation Corporation**

Dear Ms. Ramsey:

Enclosed for filing are Articles of Incorporation for Clark Aviation Corporation and Articles of Merger. Clark Aviation Corporation, a Michigan corporation, is registered in Florida as a foreign profit corporation; however, that entity will be merged out of existence upon the filing of the Articles of Merger. It is my understanding from our phone conversation, that we may file the Articles of Incorporation using the same name as the existing entity since we are simultaneously filing the merger document.

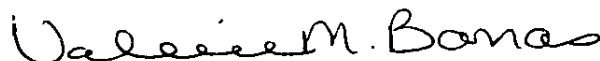
Also enclosed is our check for the following fees:

Articles of Incorporation filing fee and certified copy	\$ 78.75
Articles of Merger filing fee and certified copy	<u>78.75</u>
TOTAL	<u>\$157.50</u>

A Federal Express envelope and extra copies of each document are enclosed for your use in returning certified copies to our office. Please contact me if you need anything further. Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN LLP



Valerie M. Banas  
Paralegal

Enclosures  
c: Roger Cook  
DETROIT.3176872.1

## ARTICLES OF MERGER

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2008 JUN 30 AM 8:45

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clark Aviation Corporation	Florida	Corporation

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clark Aviation Corporation	Michigan	Corporation


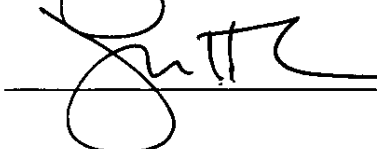
**THIRD:** The Plan of Merger is attached.

**FIFTH:** The merger shall become effective on June 30, 2008.

**SIXTH:** The Plan of Merger was adopted by the shareholders and sole member of the board of directors of the surviving corporation as of June 30, 2008.

**SEVENTH:** The Plan of Merger was adopted by the shareholders and sole member of the board of directors of the merging corporation as of June 30, 2008.

**EIGHTH:** Signatures for each corporation

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Clark Aviation Corporation, a Michigan corporation		James H. Kabcenell, Its President
Clark Aviation Corporation, a Florida corporation		James H. Kabcenell, Its President

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter called the "**Plan**") effective as of June 30, 2008, is between **CLARK AVIATION CORPORATION**, a Michigan corporation ("**Corporation**"), and **CLARK AVIATION CORPORATION**, a Florida corporation (the "**Survivor**").

1. **Merger.** Corporation shall be merged with and into the Survivor in accordance with the laws of the States of Michigan and Florida. The merger is intended to qualify as an "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

2. **Cessation of Business.** Effective as of June 30, 2008, Corporation shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Survivor.

3. **Outstanding Shares.** The Corporation has 500 shares of common stock outstanding as of the effective date of the Merger.

4. **Effect on Stock.** At the effective time of the Merger, each share of common stock of the Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such common stock of the Corporation, shall no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Survivor or the right to receive cash or any other consideration.

5. **Charter Documents.** The Certificate of Incorporation of the Survivor, as in effect immediately before the effective time of the Merger, shall continue to be its Certificate of Incorporation until duly altered or amended.

6. **Power of the Officers.** The officers of the Corporation are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation into the Survivor and the transfer of the Corporation's assets to the Survivor in accordance with the law.

7. **Power of the Officers.** The officers of the Survivor are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as any of them may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Corporation into the Survivor and the transfer of the Corporation's assets to the Survivor in accordance with the law.

[Signatures on following page]

Dated effective June 30, 2008

CLARK AVIATION CORPORATION,  
a Michigan corporation

By: \_\_\_\_\_

James H. Kabcenell  
Its President

Dated effective June 30, 2008

CLARK AVIATION CORPORATION,  
a Florida corporation

By: \_\_\_\_\_

James H. Kabcenell  
Its President