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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Meager
[Signature]

GREGORY W. GLASS
ATTORNEY AT LAW

127 Venetian Way
Islamorada, FLORIDA 33036

TELEPHONE (305) 664-8987
Facsimile (305) 664-8987

January 26, 2009

Via Overnight Delivery

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Amendment Section

Re: Articles of Merger of TN Delaware Air Corp, a Delaware corporation, into Conch Air Corp., a Florida corporation

Dear Sir or Madam:

In connection with the above-referenced matter, enclosed please find the original Articles of Merger in which TN Delaware Air Corp., a Delaware corporation, is being merged into Conch Air Corp., a Florida corporation, together with a check in the amount of \$78.75 for payment of the required filing fees and to obtain a certified copy of the filed Articles of Merger.

In this regard, I would be most appreciative if you would file the enclosed Articles of Merger in your usual manner and would return a certified copy to my attention at the following address:

Gregory W. Glass
127 Venetian Way
Islamorada, FL 33036

If you have any questions regarding this matter, please call me.

Very truly yours,


Gregory W. Glass

Enclosures

**ARTICLES OF MERGER
OF
TN DELAWARE AIR CORP.
INTO
CONCH AIR CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME AND JURISDICTION OF SURVIVING CORPORATION

The name and jurisdiction of the Surviving Corporation are:

Name: Conch Air Corp.
Jurisdiction: Florida

ARTICLE II - NAME AND JURISDICTION OF MERGING CORPORATION

The name and jurisdiction of the Merging Corporation are:

Name: TN Delaware Air Corp.
Jurisdiction: Delaware

ARTICLE III - PLAN OF MERGER

The Plan of Merger of the Merging Corporation into the Surviving Corporation is attached hereto as Exhibit A.

ARTICLE IV - EFFECTIVE DATE

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

ARTICLE V - ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by the sole Director of the Surviving Corporation on January ____, 2009 and shareholder approval was not required pursuant to Section 607.1103 (7), Florida Statutes.

ARTICLE VI - ADOPTION OF PLAN FO MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by the sole Director and Shareholder of the Merging Corporation on January 23, 2009.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger this 23rd day of January, 2009.

CONCH AIR CORP., a Delaware
corporation

By: 

Paul J. Goodywin, its President

(the Surviving Corporation")

TN DELAWARE AIR CORP., a Delaware
corporation

By: 

Paul J. Goodywin, its President

(the "Merging Corporation")

PLAN OF MERGER
(TN Delaware Air Corp, a Delaware Corporation,
into Conch Air Corp., a Florida corporation)

The following Plan of Merger is hereby adopted by (i) the sole Director and Shareholder of TN Delaware Air Corp., a Delaware corporation and (ii) the sole Director of Conch Air Corp., a Florida corporation, all as provided herein:

1. Effective upon the filing of Articles of Merger in the manner required by applicable law (Such filing date is hereinafter referred to as the "Effective Date"), TN Delaware Air Corp., a Delaware corporation (the "Merging Corporation"), shall be merged into Conch Air Corp., a Florida corporation (the "Surviving Corporation").

2. On the Effective Date, the separate existence of the Merging Corporation shall cease.

3. Title to all property, real or personal, of the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment.

4. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Corporation.

5. Any claim existing or action proceeding pending by or against the Merging Corporation, may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation, which shall cease to exist.

6. Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.


7. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the merger.

8. The shares of the Merging Corporation shall be converted into shares of the Surviving Corporation. The owner and holder of shares of the Merging Corporation shall be entitled to one (1) share of the Surviving Corporation for each share of the Merging Corporation held by such owner and holder.


{Signatures to follow on next page}

IN WITNESS WHEREOF, this Plan of Merger has been approved and adopted as of the 23rd day of January, 2009.

TN DELAWARE AIR CORP., a Delaware corporation

By: 
Paul J Goodwin, as sole Shareholder and
Director of TN Delaware Air Corp.

CONCH AIR CORP., a Florida corporation

By: 
Paul J Goodwin, as sole Director