

P13000099797

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
ACP Jets Group Holding Corp.

Certificate of Status	0
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Atty. of Share Exchange

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January 3, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ACP JETS GROUP HOLDING CORP.
4145 SOUTHERN BLVD.
SUITE 5-8
WEST PALM BEACH, FL 33406

SUBJECT: ACP JETS GROUP HOLDING CORP.
REF: P13000099797

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Articles of Share Exchange must contain the terms and conditions of the share exchange and the manner and basis of exchanging the shares to be acquired.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H14000000923
Letter Number: 514A00000208

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TALLAHASSEE, FLORIDA

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ARTICLES OF SHARE EXCHANGE

ACP Jets Group Holding Corp., a Florida corporation, being validly and legally formed under the laws of the State of Florida hereby files the following Articles of Share Exchange:

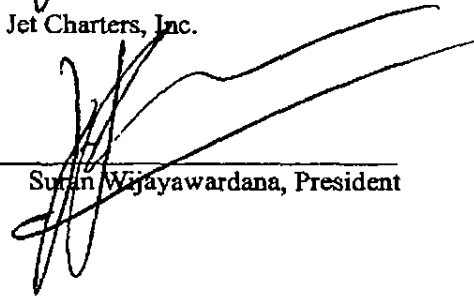
1. The name of the acquiring corporation is ACP Jets Group Holding Corp., a Florida corporation.
2. The name of the corporation the shares of which are being acquired by the acquiring corporation is ACP Jet Charters, Inc., a Florida Corporation.
3. The Plan of Share Exchange has been approved by the shareholders and the boards of directors of each of the undersigned corporations.
4. The effective date of the share exchange is January 1, 2014.
5. The Plan of Share Exchange was adopted by the shareholders of ACP Jets Group Holding Corp. on the 1st day of January, 2014.
6. The Plan of Share Exchange was adopted by the shareholders of ACP Jet Charters, Inc., on the 1st day of January, 2014.

FILED
JAN 25 PM 4:56
CLERK OF STATE
TALLAHASSEE, FLORIDADated: 12/31/13

ACP Jets Group Holding Corp.

By: 
Susan Wijayawardana, President

ACP Jet Charters, Inc.

Dated: 12/31/13By: 
Susan Wijayawardana, President

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Exhibit "A"

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PLAN OF SHARE EXCHANGE

This Plan of Share Exchange is made and entered into this 1st day of January 2014, between ACP Jets Group Holding Corp., a Florida corporation, hereinafter referred to as the "Parent Corporation," and ACP Jet Charters, Inc., a Florida corporation, hereinafter referred to as the "Subsidiary Corporation."

RECITALS

A. Parent Corporation is a corporation organized under the laws of the State of Florida; and

B. Subsidiary Corporation is a corporation organized under the laws of the State of Florida; and

C. The shareholders of Subsidiary Corporation are identical to the shareholders of Parent Corporation; and

C. The boards of directors of the constituent corporations deem it desirable and in the best business interest of the corporations and their stockholders that the shares of stock of Subsidiary Corporation be exchanged for ownership in Parent Corporation such that Subsidiary Corporation shall be a wholly owned Subsidiary Corporation of Parent Corporation.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section One. Share Exchange. Shares of Subsidiary Corporation shall be delivered and transferred to Parent Corporation in exchange for an ownership interest of Parent Corporation such that Subsidiary Corporation shall be a wholly owned subsidiary of Parent Corporation.

Section Two. Terms and Conditions. On the Effective Date of the share exchange, the outstanding shares of Subsidiary Corporation shall be delivered to Parent Corporation. The shares

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of common stock of the Subsidiary Corporation issued and outstanding prior to the Effective Date of the share exchange shall be owned by the Parent Corporation and the shareholder books of the Subsidiary Corporation shall reflect such change. One hundred percent of the shares of Parent Corporation are owned by the identical shareholders of Subsidiary Corporation, and, as such, no new shares shall be issued, but that transfer of ownership of Subsidiary Corporation shall be "booked" as required by Parent Corporation's tax accountants.

Section Three. Conversion. The conversion of the shares shall be effected as follows: as of the Effective Date of the share exchange, the holder of certificates for shares of common stock in the Subsidiary Corporation shall endorse and transfer such shares to the Parent Corporation or its duly appointed agent, in such manner as the Parent Corporation shall legally require. Ownership of the Parent Corporation by the shareholders shall be reflected on the books of the Parent Corporation.

Section Four. Articles of Incorporation. The Articles of Incorporation of the Parent Corporation and Subsidiary Corporation shall each continue to be the Articles of Incorporation following the Effective Date of the share exchange.

Section Five. By-Laws. The By-Laws of the Parent Corporation and the Subsidiary Corporation shall continue to be the By-Laws following the effected date of the share exchange.

Section Six. Officers and Directors. The officers and directors of the Parent Corporation and the Subsidiary Corporation on the Effective Date of the share exchange shall continue as the officers and directors of the Parent Corporation and Subsidiary Corporation for their full, unexpired terms and until their successors have been elected or appointed and qualified.

Section Seven. Approval of Stockholders. This share exchange shall be submitted for the approval of the stockholders of the Parent Corporation and the Subsidiary Corporation in the manner provided by the laws of the State of Florida, on or before January 1, 2014, as the boards of directors of the respective corporations may agree.

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Section Eight. Effective Date of Share Exchange. The Effective Date of this share exchange shall be the first minute of the first day of January 2014, such that the Subsidiary Corporation shall be a wholly owned subsidiary of Parent Corporation commencing as of the commencement of the year 2014.

Section Nine. Execution of Agreement. This Plan of Share Exchange may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

This Plan of Share Exchange is executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors and shareholders on the date first above written.

Attest: _____

[Corporate Seal]

PARENT CORPORATION:

ACP Jets Group Holding Corp.

By: _____
Suran Wijayawardana, President

SUBSIDIARY CORPORATION:

ACP Jet Charters, Inc.

Attest: _____

[Corporate Seal]

By: _____
Suran Wijayawardana, President

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