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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PIONEER AEROSPACE CORPORATION

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Merger
@ 8/24/05

EFFECTIVE DATE
AUG 31, 05

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**ARTICLES OF MERGER
OF
AIRLIFT TECHNOLOGIES INTERNATIONAL, INC.
AND
PIONEER AEROSPACE CORPORATION**

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger:

1. The attached Exhibit A is the Plan of Merger for merging Airlift Technologies International, Inc., a Florida corporation ("ATI"), with and into Pioneer Aerospace Corporation, a Delaware corporation ("PAC"), as approved by the Board of Directors of ATI on July 31, 2005, and adopted by the Board of Directors of PAC on July 31, 2005.


2. The merger of ATI with and into PAC is permitted by the laws of the jurisdiction of organization of PAC and has been authorized in compliance with said laws.

3. Shareholder approval is not required for the merger.

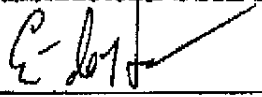
4. The effective time and date of the merger herein provided for in the State of Florida shall be 4:00 pm (Eastern time), on August 31, 2005.

Executed on July 31, 2005.

**AIRLIFT TECHNOLOGIES
INTERNATIONAL, INC.**

By: 
Bryon L. Woram
President

PIONEER AEROSPACE CORPORATION

By: 
Ernest deHaas
President

EFFECTIVE DATE

Aug 31, 05

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Exhibit A

PLAN OF MERGER

"1. Pioneer Aerospace Corporation ("PAC"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Airlift Technologies International, Inc. ("ATI"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges ATI into PAC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of PAC.

"2. The separate existence of ATI shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and PAC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of ATI shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of PAC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
AIRLIFT TECHNOLOGIES INTERNATIONAL, INC.
INTO**

PIONEER AEROSPACE CORPORATION

(Pursuant to Section 253 of the Delaware General Corporation Law)

Pioneer Aerospace Corporation (the "*Company*"), a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY THAT:

1. The Company was incorporated on May 23, 1988 pursuant to the Delaware General Corporation Law (the "*DGCL*").
2. The Company owns one-hundred percent (100%) of the outstanding shares of capital stock, \$0.01 par value per share (the "*Common Stock*"), of Airlift Technologies International, Inc. (the "*Subsidiary*").
3. The Subsidiary is a corporation organized and existing under the laws of the State of Florida (the "*Florida Statute*").
4. Section 253 of the DGCL permits the merger of a wholly-owned foreign corporation into a Delaware parent corporation.
5. Sections 607, 608, 717 and 620 of the Florida Statute permit the merger of a wholly-owned Florida subsidiary corporation into a Delaware parent corporation.
6. By the following resolutions of their respective Boards of Directors, duly adopted pursuant to the DGCL and the Florida Statute, the Company and Subsidiary determined to merge the Subsidiary into the Company:

WHEREAS, the Company is the legal and beneficial owner of one-hundred percent (100%) of the outstanding shares of Common Stock of Airlift Technologies International, Inc., a Florida corporation (the "*Subsidiary*"); and

WHEREAS, the Common Stock is the only issued and outstanding class of stock of the Subsidiary; and

WHEREAS, the Company and the Subsidiary desire to merge the Subsidiary into the Company pursuant to the provisions of Section 253 of the DGCL and the provisions of Florida law;

NOW, THEREFORE, BE IT RESOLVED, that, effective August 31, 2005 (the "*Effective Time*"), the Subsidiary shall merge itself into the Company, which will assume all of the obligations of the Subsidiary (the "*Merger*");

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RESOLVED, that the terms and conditions of the Merger shall be as follows:

(1) The Merger. Subject to the conditions set forth in the DGCL, at the Effective Time, the Subsidiary shall be merged with and into the Company. As a result of the Merger, the separate corporate existence of the Subsidiary shall cease and the Company shall continue as the surviving company of the Merger (the "*Surviving Company*").

(2) Filing of Certificate of Merger. The Company shall cause the Merger to be consummated as promptly as possible following the adoption of these resolutions by executing and filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Department of State of the State of Florida in accordance with the terms of the DGCL and the laws of Florida and making all other filings or recordings required by applicable law in connection with the Merger.

(3) Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the Certificate of Merger and the applicable provisions of the DGCL. Without limiting the generality of the foregoing, and subject thereto, at and as of the Effective Time, by virtue of the Merger, all the property, rights, privileges, powers and franchises of the Subsidiary and the Company shall vest in the Surviving Company, and all debts, liabilities and duties of the Subsidiary and Company shall become the debts, liabilities and duties of the Surviving Company.

(4) Certificate of Incorporation; Bylaws. At and as of the Effective Time and until thereafter amended as provided by the DGCL, by virtue of the Merger, (a) the certificate of incorporation of the Company shall be the certificate of incorporation of the Surviving Company, and (b) the bylaws of the Company shall be the bylaws of the Surviving Company.

(5) Directors and Officers. The directors of the Company immediately prior to the Effective Time shall be the initial directors of the Surviving Company, each to hold office in accordance with the certificate of incorporation and bylaws of the Surviving Company, and the officers of Company immediately prior to the Effective Time shall be the initial officers of the Surviving Company, until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal.

(6) Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of the Subsidiary or Company, pursuant to the Certificate of Merger and the DGCL:

(a) Each share of Common Stock of the Subsidiary outstanding as of immediately prior to the Effective Time (collectively, the "*Outstanding Shares*") shall be automatically canceled and extinguished without any conversion thereof or any right to receive consideration in respect thereof.

(b) Each share of capital stock of the Company outstanding as of immediately prior to the Effective Time shall be automatically converted into one (1) validly issued, fully paid and nonassessable share of common stock of the Surviving Company, without the necessity of the issuance of new certificates.

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RESOLVED, that the Merger be submitted to the sole stockholder of the Company and that, upon receiving the written consent of such stockholder, the Merger shall be approved;

RESOLVED, that each officer of the Company is hereby authorized to make and execute a Certificate of Ownership and Merger under the DGCL and Articles of Merger under Florida law setting forth these resolutions (or a substantive summary thereof) providing for the merger of the Subsidiary into Company, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of Delaware and the Department of State of Florida and a certified copy recorded in the office of any necessary or appropriate Recorder of Deeds and to do all acts and things, whatsoever, whether within or without the States of Delaware and Florida, which may be in any way necessary or appropriate to effect the Merger.

7. The Merger shall be effective on August 31, 2005.

8. The Merger has been approved by the holder of all of the outstanding capital stock of the Company entitled to vote thereon by written consent without a meeting in accordance with Section 228 of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its duly authorized Director on this 2nd day of August, 2005.

PIONEER AEROSPACE CORPORATION

By: 

Ernest deHaas
President and Director

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