

Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE

Premier Logistics, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
PRE-FLIGHT SERVICES, INC., a Florida corporation
AND
PRE-FLIGHT, INC., a Florida corporation
WITH AND INTO**

PREMIER LOGISTICS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger provide that:

1. The name and state of formation of the constituent entities participating the merger are:

- (a) **PRE-FLIGHT SERVICES, INC.**, a Florida corporation ("PFS");
- (b) **PRE-FLIGHT, INC.**, a Florida corporation ("PFI"); and
- (c) **PREMIER LOGISTICS, INC.**, a Florida corporation ("Premier Logistics") and, together with PFS and PFI, each a "Party" and, collectively, the "Parties").

2. PFS and PFI shall each be merged with and into Premier Logistics, with Premier Logistics being the surviving corporation (the "Merger").

3. The Merger shall become effective at 5:00 P.M. on December 31, 2014.

4. The terms and conditions of the Merger, and the manner of converting the common shares of PFS and PFI into common shares of Premier Logistics, are set forth in the Plan of Merger dated December 1, 2014, a true and correct copy of which is attached hereto as Exhibit A (the "Plan of Merger").

5. The Plan of Merger was adopted by the board of directors and the shareholders of PFS on December 1, 2014 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

6. The Plan of Merger was adopted by the board of directors and the shareholders of PFI on December 1, 2014 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

7. The Plan of Merger was adopted by the board of directors and the shareholders of Premier Logistics on December 1, 2014 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

8. The principal office address of Premier Logistics immediately following the Merger shall be: 9649 Tradeport Drive, Orlando, Florida 32827. The mailing address of Premier Logistics immediately following the Merger shall be: P.O. Box 622024, Orlando, Florida 32862.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Parties by the undersigned as of December 1, 2014.

"PREMIER LOGISTICS"

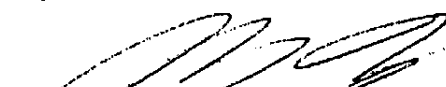
PREMIER LOGISTICS, INC., a Florida corporation



By: Billy J. Wheaton
Its: President

"PFS"

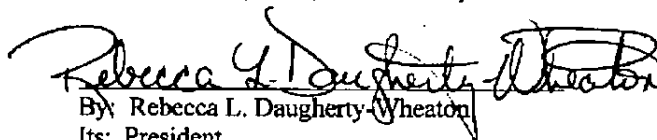
PRE-FLIGHT SERVICES, INC., a Florida corporation



By: Billy J. Wheaton
Its: President

"PFI"

PRE-FLIGHT, INC., a Florida corporation



By: Rebecca L. Daugherty-Wheaton
Its: President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER
OF
PRE-FLIGHT SERVICES, INC., a Florida corporation
AND
PRE-FLIGHT, INC., a Florida corporation
WITH AND INTO
PREMIER LOGISTICS, INC., a Florida corporation

THIS **PLAN OF MERGER** (this "Agreement") is effective as of 5:00 P.M. on December 31, 2014 and is by and between **PRE-FLIGHT SERVICES, INC.**, a Florida corporation ("PFS"), **PRE-FLIGHT, INC.**, a Florida corporation ("PFI"), and **PREMIER LOGISTICS, INC.**, a Florida corporation ("Premier Logistics"). PFS, PFI, and Premier Logistics are, at times, individually referred to herein as a "Party" and collectively referred to herein as the "Parties."

In consideration of the mutual covenants set forth in this Agreement, the Parties hereby agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, PFS and PFI shall be merged with and into Premier Logistics (the "Merger"). Pursuant to the Merger, the separate and corporate existence of PFS and PFI shall cease, and Premier Logistics shall be the surviving corporation and continue its corporate existence pursuant to the laws of the State of Florida under its present name (the "Surviving Corporation"). The Parties shall cause the Merger to be consummated by filing with the Florida Department of State a duly executed certificate of merger as required by applicable law. The Parties shall take all such further actions as may be required by applicable law to make the Merger effective.
2. The Merger shall be effective at 5:00 P.M. on December 31, 2014 (the "Effective Time").
3. The Articles of Incorporation (as amended) and the Bylaws of Premier Logistics, as in effect at the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until thereafter amended as provided by law.
4. The directors and the officers of Premier Logistics at the Effective Time shall be the directors and officers of the Surviving Corporation until their removal, resignation, or replacement.
5. The Merger shall have the effects set forth herein and the relevant provisions of applicable law. The Surviving Corporation shall possess and retain every interest in all assets and property of every description held by the Parties. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of PFS and PFI shall be

vested in the Surviving Corporation without further act or deed. The title to, and any interest in, all real estate vested in either of PFS or PFI shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging, or due, to PFS or PFI shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of PFS and PFI existing as of the Effective Time.

7. At the Effective Time, by virtue of the Merger, each share of PFI common stock and each share of PFS common stock outstanding immediately prior to the Merger shall each be converted into the right to receive one (1) share of common stock of the Surviving Corporation.

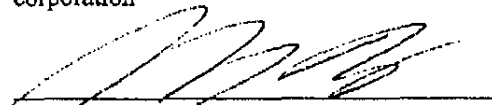
8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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IN WITNESS WHEREOF, the Parties have executed this Agreement on December
1, 2014.

"PREMIER LOGISTICS"

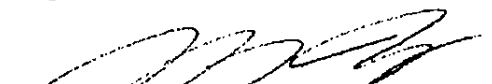
PREMIER LOGISTICS, INC., a Florida
corporation



By: Billy J. Wheaton
Its: President

"PFS"

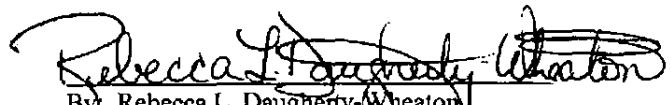
PRE-FLIGHT SERVICES, INC., a Florida
corporation



By: Billy J. Wheaton
Its: President

"PFI"

PRE-FLIGHT, INC., a Florida corporation



By: Rebecca L. Daugherty-Wheaton
Its: President