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(City/State/Zip/Phone #)

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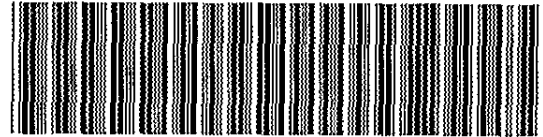
(Business Entity Name)

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SECRETARY OF STATE  
CLERK OF COURTS

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9-30-03

TOBIN, O'CONNOR & EWING

ATTORNEYS AT LAW

A Partnership of Professional Corporations

5335 Wisconsin Avenue, N.W., Suite 700  
Washington, D.C. 20015

DAVID A. CONFORTI  
District of Columbia, New York  
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tel (202) 362-5900  
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direct extension: 216

September 3, 2003

**BY FEDERAL EXPRESS**

Amendment Section  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Flight Works, Incorporated; Articles of Merger

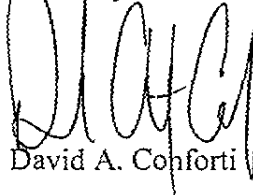
Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Merger of Flight Works, Incorporated ("FlightWorks"), together with a copy of the Plan of Merger. As indicated in the Articles of Merger, FlightWorks shall be the surviving entity in its merger with Avior Technologies Operations, Inc.

Also enclosed is a check in the amount of \$78.75 to cover the filing fees and a certified copy of the Articles.

Please return the certified copy of the Articles, as filed, to the undersigned at the above letterhead address.

Sincerely,



David A. Conforti

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 12, 2003

DAVID CONFORTI  
5335 WISCONSIN AVENUE, N.W.  
SUITE 700  
WASHINGTON, DC 20015

SUBJECT: FLIGHTWORKS, INC.  
Ref. Number: P93000072338

We have received your document for FLIGHTWORKS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Beside each persons signature, please print or type their name.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 803A00050854

# TOBIN, O'CONNOR & EWING

## ATTORNEYS AT LAW

A Partnership of Professional Corporations

5335 Wisconsin Avenue, N.W., Suite 700  
Washington, D.C. 20015

DAVID A. CONFORTI  
District of Columbia, New York  
daconforti@dstlaw.com

tel (202) 362-5900  
fax (202) 362-5901  
direct extension: 216

September 30, 2003

### BY FEDERAL EXPRESS

Ms. Carol Mustain  
Amendment Section  
Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Flight Works, Incorporated; Articles of Merger

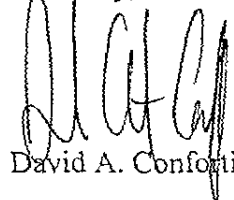
Dear Ms. Mustain:

As we discussed, enclosed please find an original and one copy of the revised Articles of Merger of Flight Works, Incorporated ("FlightWorks"), together with a copy of the Plan of Merger. As indicated in the Articles of Merger, FlightWorks shall be the surviving entity in its merger with FlightWorks, Inc.

A check in the amount of \$78.75 to cover the filing fees and a certified copy of the Articles was previously submitted to and accepted by your office.

Please return the certified copy of the Articles, as filed, to the undersigned at the above letterhead address.

Sincerely,



David A. Conforti

Enclosures

Articles of Merger  
OF  
**FLIGHTWORKS, INC.**  
AND

**FLIGHTWORKS INCORPORATED**

*(FlightWorks Incorporated to be the Surviving Entity)*

FILED  
03 SEP 30 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FlightWorks Incorporated, a Georgia corporation, hereby files these Articles of Merger in accordance with Section 607.1105, Florida Statutes, and Section 14-2-1105 of the Georgia Business Corporation Code:

1. Pursuant to unanimous written consent on August 28, 2003, the Directors and Stockholders of FlightWorks Incorporated ("FlightWorks"), a Georgia corporation, and the Directors and Stockholders of FlightWorks, Inc. ("FW"), a Florida corporation, have adopted a Plan of Merger whereby FlightWorks and FW are to be merged pursuant to Section 607.1105, Florida Statutes, and the Georgia Business Corporation Code into a single corporation existing under the laws of the State of Georgia, to wit, FlightWorks Incorporated, which shall be the surviving corporation. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

2. These Articles of Merger shall become effective on the calendar day following the day of their filing.

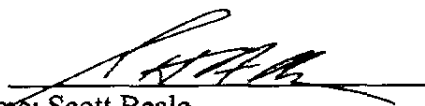
3. FlightWorks' principal place of business in Georgia is located at 500 TownPark Lane, Suite 145, Kennesaw, Georgia 30144.

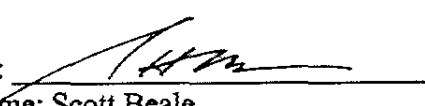
4. FlightWorks shall publish a Notice of Merger in accordance with O.C.G.A. 14-2-1105.1.

The undersigned do make, file and record these Articles of Merger, certifying that the facts herein stated are true, and accordingly hereunto sets their hands this 28<sup>th</sup> day of August, 2003.

FlightWorks Incorporated

FlightWorks, Inc.

By:   
Name: Scott Beale  
Title: President

By:   
Name: Scott Beale  
Title: President

## PLAN OF MERGER

This Plan of Merger (the "Plan") is made this 2<sup>nd</sup> day of August, 2003, by and between FLIGHTWORKS, INC., a Florida corporation (known as AVIOR TECHNOLOGIES OPERATIONS, INC. in the State of Georgia) (hereinafter called the "Florida Corporation"), and FLIGHTWORKS INCORPORATED, a Georgia Corporation (hereinafter called the "Georgia Corporation").

### RECITALS:

*Whereas*, the Boards of Directors of the Florida Corporation and the Board of Directors of the Georgia Corporation have resolved that the Florida Corporation be merged pursuant to the Florida Business Corporation Act and the Georgia Business Corporation Code into a single corporation existing under the laws of the State of Georgia, to wit, FlightWorks Incorporated, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

*Whereas*, the authorized capital stock of the Florida Corporation consists of five hundred (500) shares of common stock with par value of \$1.00 (hereinafter called the "Florida Corporation Common Stock"), of which five hundred (500) shares are issued and outstanding;

*Whereas*, the authorized capital stock of the Georgia Corporation consists of one thousand (1,000) shares of common stock with a par value of \$1.00 per share (hereinafter called "the Georgia Corporation Common Stock"), of which twenty (20) shares are issued and outstanding; and

*Whereas*, the respective Boards of Directors of the Florida Corporation and the Georgia Corporation have approved the merger upon the terms and conditions hereinafter set forth and have approved this Plan.

*Now, Therefore*, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act, and the Georgia Business Corporation Code that the Florida Corporation shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Georgia, to wit, FlightWorks Incorporated, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

#### 1. STOCKHOLDERS' MEETINGS; FILINGS; EFFECTS OF MERGER

1.1. The Florida Corporation Stockholders' Meeting. In accordance with its By-Laws and the Florida Business Corporation Act, the Florida Corporation shall consider and vote upon the adoption of this Plan.

1.2. Action by the Florida Corporation as Sole Stockholder of the Georgia Corporation. The Florida Corporation, as the sole stockholder of the Georgia Corporation, shall adopt this Plan in accordance with its By-Laws and the Georgia Business Corporation Code.

1.3. Filing of Articles of Merger: Effective Date. If (a) this Plan is adopted by the stockholders of the Florida Corporation as aforesaid, (b) this Plan has been adopted by the Florida Corporation as the sole stockholder of the Georgia Corporation as aforesaid, and (c) this Plan is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Georgia Business Corporation Code and Articles of Merger shall be filed in accordance with the Florida Business Corporation Act, as required by law. Such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Georgia, which date and time are herein referred to as the "Effective Date."

1.4. Certain Effects of Merger. On the Effective Date, the separate existence of the Florida Corporation shall cease, and the Florida Corporation shall be merged into the Georgia Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers, licenses and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Florida Corporation; and all and singular, the rights, privileges, powers, licenses and franchises of the Florida Corporation, and all property, real, personal, and mixed, and all debts due to the Florida Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to the Florida Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, licenses and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Florida Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Georgia or Florida or any other jurisdiction, in the Florida Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Florida Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Florida Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Florida Corporation or the corresponding officers of the Surviving Corporation, may, in the name of the Florida Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all the Florida Corporation's property, rights, privileges, powers, franchises, licenses, immunities, and interests and otherwise to carry out the purposes of this Plan.

2. NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BY-LAWS.

2.1. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be FLIGHTWORKS INCORPORATED.

2.2. Certificate of Incorporation. The Articles of Incorporation of the Georgia Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3. By-Laws. The By-Laws of the Georgia Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. STATUS AND CONVERSION OF SECURITIES. The manner and basis of converting the shares of the capital stock of the Florida Corporation and the nature and amount of securities of the Georgia Corporation, together with cash and other property, which the holders of shares of the Florida Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1. The Florida Corporation Common Stock. Each One (1) share of the Florida Corporation Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of the Georgia Corporation Common Stock, and outstanding certificates representing shares of the Florida Corporation Common Stock shall be exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2. The Georgia Corporation Common Stock Held by the Florida Corporation. All issued and outstanding shares of the Georgia Corporation Common Stock held by the Florida Corporation immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. MISCELLANEOUS.

4.1. Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the shareholders of the Florida Corporation, if the Board of Directors of the Florida Corporation or of the Surviving Corporation duly adopt a resolution abandoning this Plan of Merger.


4.2. Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

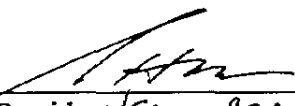


*In Witness Whereof*, the duly authorized representatives of the Florida Corporation and the Georgia Corporation have executed this Plan as of the date first above written.

FLIGHTWORKS, INC.  
(aka Avior Technologies Operations, Inc. in the  
State of Georgia)  
a Florida corporation

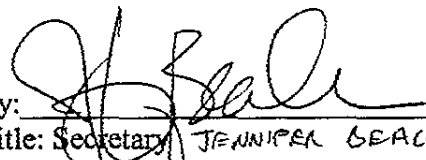
Attest:

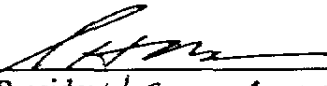
By:   
Title: Secretary / Jennifer Beale

By:   
Title: President / SCOTT BEALE

FLIGHTWORKS INCORPORATED,  
a Georgia corporation

Attest:

By:   
Title: Secretary / JENNIFER BEALE

By:   
Title: President / SCOTT BEALE