

P95000079109

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OF COUNSEL
Leonard Mason

January 18, 2000

By Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

9000003104499--4
-01/20/00--01076--002
*****70.00 *****70.00

Re: Articles of Merger for Prime Air, Inc.

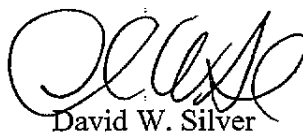
Dear Sir or Madam:

Enclosed are the following:

1. Articles of Merger for the above-named corporation; and
2. A check in the amount of \$70.00 payable to "Florida Department of State", for the filing fee.

Thank you for your prompt attention to this matter. If you have any questions, please call.

Sincerely yours,


David W. Silver

Merger
2-10-00
MS

Enclosures

FILED
00 JAN 31 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRIME AIR, INC., a Florida corporation, P95000079109

INTO

PRIME AIR, INC., an Illinois corporation not qualified in Florida.

File date: January 31, 2000

Corporate Specialist: Doug Spitler

**MASON, SILVER,
WENK & MISHKIN, L.L.C.**
ATTORNEYS AT LAW

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Chicago, Illinois 60603

312-419-3131
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Direct Dial: 312-345-6205

February 7, 2000

By Federal Express

Doug Spitler
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Prime Air, Inc.: Articles of Merger**

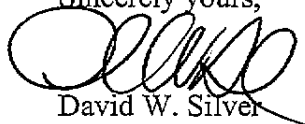
Dear Mr. Spitler:

Pursuant to our telephone conference this morning, I am enclosing the Articles of Merger on behalf of Prime Air, Inc., a Florida corporation (the "Corporation"). I am also enclosing a check in the amount of \$70.00 as the processing fee for the Articles. As I told you, the Corporation originally filed the Articles of Merger on January 18, 2000, and simultaneously filed the required forms and paid the associated fee to reinstate the Corporation in good standing with the State of Florida. You verified that the Corporation is now in good standing.

Kindly reprocess these Articles of Merger, giving effect to the fact that the Corporation was reinstated in January 2000 and that the Merger was effective as of January 31, 2000.

If you have any questions or comments regarding this matter, please contact me directly at your earliest convenience.

Sincerely yours,


David W. Silver

Encl.

FILED
00 JAN 31 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 2000

MASON, SOLVER, WENK & MISHKIN, L.L.C.
ATTN: DAVID W. SILVER
423 NORTH CENTRAL AVENUE, SUITE 106
NORTHFIELD, IL 60093

SUBJECT: PRIME AIR, INC.
Ref. Number: P95000079109

FILED
00 JAN 31 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PRIME AIR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1999 corporate annual report/uniform business report form. To reinstate, the corporation must submit a completed reinstatement application/annual report/uniform business report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1999 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$900.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 2000 Annual Report/Uniform Business Report and Supplemental Fee.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 500A00004125

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Prime Air, Inc.</u>	<u>Illinois</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Prime Air, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 1 / 31 /2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 31, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

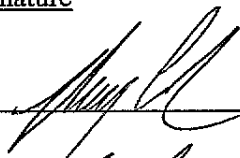
FILED
00 JAN 31 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature

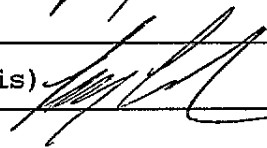
Typed or Printed Name of Individual & Title

Prime Air, Inc. (Florida)



Barry M. Cohen, Sole Shareholder
and Director

Prime Air, Inc. (Illinois)



Barry M. Cohen, Sole Shareholder
and Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Prime Air, Inc.

Illinois

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Prime Air, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See copy of Agreement of Merger and Plan of Reorganization dated December 31, 1999 ("Plan") attached hereto as Exhibit A and incorporated by reference.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Plan attached.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See Plan attached.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization dated as of December 31, 1999, by and between Prime Air, Inc., a Florida corporation (hereinafter called "Prime Florida") and Prime Air, Inc., an Illinois corporation (hereinafter called "Prime Illinois").

RECITALS:

1. The Directors and Shareholders of Prime Florida and Prime Illinois have resolved that Prime Florida be merged into Prime Illinois, a corporation existing under the laws of the State of Illinois, 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 of 1986, as amended;
2. The authorized capital stock of Prime Florida consists of 10,000 Stock with a par value of \$1.00 per share (hereinafter called "Prime Florida Common Stock"), of which 1,000 shares are issued and outstanding;
3. The authorized capital stock of Prime Illinois consists of 1,000 shares of Common Stock with no par value (hereinafter called "Prime Illinois Common Stock"), 100 shares of which are issued and outstanding; and
4. The respective Directors and Shareholders of Prime Florida and Prime Illinois have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

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 Illinois Business Corporation Act of 1983, as amended, 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 Illinois, known as Prime Air, Inc., 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 Action by Sole Director and Stockholder of Prime Florida. On or before December 31, 1999, Barry M. Cohen, as the Sole Stockholder of Prime Florida, shall adopt this Agreement in accordance with the Florida Business Corporation Act.

1.2 Action by Sole Director and Stockholder of Prime Illinois. On or before December 31, 1999, Barry M. Cohen, as the Sole Stockholder of Prime Illinois, shall adopt this Agreement in accordance with the Illinois Business Corporation Act of 1983, as amended.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the Sole Director and Stockholder of Prime Florida in accordance with the Florida Business Corporation Act, (b) this Agreement has been adopted by the Sole Director and Stockholder of Prime Illinois, in accordance with the Illinois Business Corporation Act of 1983, and (c) this Agreement 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 Florida Business Corporation Act and Articles of Merger shall be filed

in accordance with the Illinois Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective on January 1, 2000 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 Prime Florida shall cease, and Prime Florida shall be merged into Prime Illinois which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Prime Florida; and all rights, privileges, powers, and franchises of Prime Florida, and all property, real, personal, and mixed, and all debts due to Prime Florida on whatever account, as well for stock subscriptions and all other things in action or belonging to Prime Florida, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall thereafter be the property of the Surviving Corporation as they were of Prime Florida, and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Prime Florida shall be preserved unimpaired, and all debts, liabilities, and duties of Prime Florida 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 Prime Florida or the corresponding officers of the Surviving Corporation, may, in the name of Prime Florida, 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 Prime Florida's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

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 Prime Air, Inc.

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

2.3 By-Laws. The By-Laws of Prime Illinois, 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 Prime Florida and the nature and amount of securities of Prime Illinois which the holders of shares of Prime Florida Common Stock are to receive in exchange for such shares are as follows:

3.1 Prime Florida Common Stock. Each ten shares of Prime Florida 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 fully paid share of Prime Illinois Common Stock, and outstanding certificates representing shares of Prime Florida Common

Stock shall thereafter represent shares of Prime Illinois Common Stock. Such certificates 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.

4. Miscellaneous.

4.1. This Agreement 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 Agreement of Merger by the Sole Director or Shareholder of Prime Florida, if the Sole Director of Prime Florida or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement 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, this Agreement has been executed by the parties hereto as of the date first above written.

Prime Air, Inc.
a Florida corporation

By: _____

Barry M. Cohen, President

Prime Air, Inc.
an Illinois corporation

By: _____

Barry M. Cohen, President