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**MERGER OR SHARE EXCHANGE**

**Pacific Air Resources, Inc.**

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*P95 11/18/04*

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**ARTICLES OF MERGER**  
(Profit Corporation)CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

Name Jurisdiction

Pacific Air Resources, Inc. Delaware

**Second:** The name and jurisdiction of the merging corporation:

Name Jurisdiction Document Number

Janzen Enterprises, Inc. Florida P95000091006

**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.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on November 17, 2004.

**Sixth:** The Plan of Merger was adopted by the board of directors of the merging corporation on November 17, 2004, and shareholder approval, while obtained, was not required.

Pacific Air Resources, Inc.

Janzen Enterprises, Inc.

By: Lee M. Janzen  
Lee M. Janzen, President

By: Lee M. Janzen  
Lee M. Janzen, President

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### PLAN OF MERGER

PLAN OF MERGER dated this 17<sup>th</sup> day of November, 2004, by and between PACIFIC AIR RESOURCES, INC., a Delaware corporation ("PAR"), the Surviving Corporation, and JANZEN ENTERPRISES, INC., a Florida corporation ("JANZEN"), the Merging Corporation, said corporations herein sometimes referred to as the "Constituent Corporations."

PAR is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated thereunder on November 15, 2004. JANZEN is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated thereunder November 30, 1995. The Constituent Corporations were both organized under their present names, and such names have never been changed.

The authorized capitalization of PAR consists of One Thousand (1,000) shares of common stock, par value One Cent (\$0.01) per share.

The authorized capitalization of JANZEN consists of One Thousand (1,000) shares of common stock, par value Ten Cents (\$0.10) per share.

The principal office of PAR is located at 7512 Dr. Phillips Boulevard, Suite 50-906, Orlando, Florida 32819-5100. The principal office of JANZEN is located at 7512 Dr. Phillips Boulevard, Suite 50-906, Orlando, Florida 32819-5100.

The Board of Directors of PAR and the Board of Directors of JANZEN deem it to the benefit and advantage of each said corporations and their respective shareholders that said corporations merge under and pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Statutes, and the Boards of Directors of each of the Constituent Corporations, by resolution duly adopted, have approved this Agreement and Plan of Merger (sometimes herein called the "Agreement") and a majority of the directors of each has duly authorized the execution of the same, and each of said Boards of Directors have directed that the agreement be submitted to a vote of the respective shareholders of PAR and JANZEN entitled to vote thereon at shareholder meetings called separately for the purpose, among others, of considering approval of the Agreement, except to the extent that any such vote of shareholders of JANZEN shall be excused pursuant to Section 607.1103(7) of the Florida Statutes.

In consideration of the foregoing and mutual agreements herein set forth, the parties hereto agree that in accordance with the provisions of Sections 607.1101 *et seq.* of the Florida Statutes, PAR shall be merged with and into JANZEN and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth:

### SECTION I.

Except as herein specifically set forth, the corporate existence of PAR, and all its purposes, powers, and objects, shall continue in effect unimpaired by the merger, and the corporate

identity and existence, and all the purposes, powers, and objects of JANZEN shall be merged into PAR and PAR, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of JANZEN shall cease as soon as the merger shall become effective as herein provided, and thereupon PAR and JANZEN shall be a single corporation, to wit: PAR (the "Surviving Corporation"). This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the shareholders of the Constituent Corporations as provided in SECTION X hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary or Assistant Secretary of each of the Constituent Corporations, under the seals thereof. Thereupon, in accordance with Section 607.1105 of the Florida Statutes, Articles of Merger shall be filed in the Office of the Secretary of State of the State of Florida, and a Certificate of Merger shall be filed in the Office of the Secretary of State of the State of Delaware.

The merger shall become effective when the necessary filings shall have been accomplished in the Office of the Secretary of State of the State of Florida. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger."

#### SECTION II.

Upon the effective date of the merger, the Articles of Incorporation of PAR, as hereinafter amended, shall be the Articles of Incorporation of the Surviving Corporation. Said Articles of Incorporation are made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

#### SECTION III.

Upon the effective date of the merger, the Bylaws of PAR shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed in accordance with law, the Articles of Incorporation, and said Bylaws.

#### SECTION IV.

Upon the effective date of the merger, every corporation party to the merger merges into the Surviving Corporation, and the separate existence of every corporation party to the merger other than the Surviving Corporation ceases. The title to all real estate and all other property, or any interest therein, owned by each corporation party to the merger is vested in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger. Any claim existing or action or proceeding pending by or against any corporation party to the merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation which ceased existence. Neither the rights of creditors nor any liens upon the property of any corporation party to the merger shall be impaired by the merger. The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property are converted, and the former holders of the shares are entitled only to the rights provided in the articles of merger or to their rights under Section 607.1302 of the Florida Statutes.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to vest, perfect, or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights of the Surviving Corporation, and otherwise to carry out the provisions hereof.

#### SECTION V.

The number of shares which the Surviving Corporation has the authority to issue is One Thousand (1,000) shares of common stock, par value One Cent (\$0.01) per share.

#### SECTION VI

Upon the effective date of the merger, each issued and outstanding share of Common Stock of JANZEN, par value Ten Cents (\$0.10) per share, shall be and become converted into one (1) fully paid and nonassessable share of common stock, par value One Cent (\$0.01) per share, of the Surviving Corporation. Outstanding certificates representing shares of common stock of JANZEN shall thenceforth represent the number of shares of common stock of the Surviving Corporation into which such shares of common stock shall be and become converted into pursuant to this Plan of Merger, and the holder thereof shall be entitled to precisely the same rights he or she would enjoy if he or she held certificates issued by the Surviving Corporation for the number of shares of common stock of the Surviving Corporation to which he or she is entitled pursuant to this Plan of Merger. Upon the surrender of any such certificate to the Surviving Corporation at its principal office, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation in accordance with his or her interest. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of common stock of JANZEN shall be converted, upon the merger becoming effective, into and become an option or right to purchase or otherwise acquire the number of shares of common stock of the Surviving Corporation into which such shares of common stock of JANZEN shall be and become converted into pursuant to this Plan of Merger on the same terms and conditions, and, in connection therewith, a sufficient number of shares of common stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation in order to give full effect to such option or right.

#### SECTION VII

Upon the effective date of the merger, each share of the common stock of PAR, par value One Cent (\$0.01) per share, outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation. Each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger shall hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Outstanding certificates representing shares of common stock of PAR shall thenceforth represent the same number of shares of common stock of the Surviving Corporation, and the holder thereof shall be entitled to enjoy

precisely the same rights he or she would enjoy if he or she held certificates issued by the Surviving Corporation. Upon surrender of any such certificate to the Surviving Corporation at its principal office, the transferee or other holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of common stock of PAR shall remain, upon the merger becoming effective, an option or right to purchase or otherwise acquire the same number of shares of common stock of the Surviving Corporation on the same terms and conditions, and, in connection therewith, the same number of shares of common stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation as were reserved by PAR immediately prior to the merger.

#### SECTION VIII.

The officers and directors of PAR at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their respective successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Corporation.

If, on or after the effective date of the merger, a vacancy shall exist on the Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

#### SECTION IX.

All corporate acts, plans, policies, approvals, and authorizations of JANZEN, its shareholders, Board of Directors, committees, elected or appointed by the Board of Directors, officers, and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on JANZEN. Without limiting the generality of the foregoing, any and all stock options, pensions, and profit-sharing plans of JANZEN, all as amended and in effect immediately prior to the merger becoming effective, and any and all options and rights thereunder, shall be continued by the Surviving Corporation, which shall be substituted for JANZEN. Such merger shall not, in itself, effect any other change in such plans, options, or rights. The employees of JANZEN shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of JANZEN immediately prior to the merger. It is intended that the transaction described herein qualifies as a reorganization within the definition of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

#### SECTION X.

This Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations as provided by Section 607.1103 of the Florida Statutes. There shall be required for the adoption of this Agreement by each of the Constituent Corporations the affirmative vote of the holders of at least a majority of the capital stock outstanding, except that if the conditions set forth in Section 607.1103(7) of the Florida Statutes are met, no vote of the shareholders of PAR shall be required.

for the adoption of this Agreement. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such merger.

#### SECTION XI.

This Agreement and the merger may be terminated and abandoned by resolutions of the Boards of Directors of PAR and JANZEN prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this SECTION XI, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or its shareholders or the directors or officers in respect thereof.

#### SECTION XII.

This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Plan of Merger, pursuant to authority duly given by its respective Board of Directors, has caused these presents to be executed on its behalf by its President, and its corporate seal to be hereunto affixed and attested to by its Secretary as of the day and year first above written.

PACIFIC AIR RESOURCES, INC. a  
Delaware corporation

(CORPORATE SEAL)

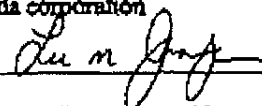
by:   
Lee M. Janzen, President

ATTEST:

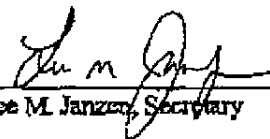
  
Lee M. Janzen, Secretary

JANZEN ENTERPRISES, INC. a  
Florida corporation

(CORPORATE SEAL)

by:   
Lee M. Janzen, President

ATTEST:

  
Lee M. Janzen, Secretary

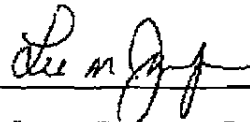
#### CERTIFICATE OF ADOPTION

I, Lee M. Janzen, the duly elected and qualified secretary of PACIFIC AIR RESOURCES, INC.,

a Delaware corporation, do hereby certify that the foregoing Plan of Merger was adopted by the shareholders of PACIFIC AIR RESOURCES, INC., a Delaware corporation, on November 17<sup>th</sup>, 2004.

WITNESS my hand and the seal of the corporation this 17<sup>th</sup> day of November, 2004.

(CORPORATE SEAL)



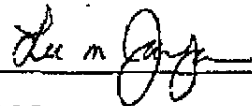
Lee M. Janzen, Secretary, of  
PACIFIC AIR RESOURCES, INC.

CERTIFICATE OF ADOPTION

I, Lee M. Janzen, the duly elected and qualified Secretary of JANZEN ENTERPRISES, INC., a Florida corporation, do hereby certify that the foregoing Plan of Merger was adopted by the Board of Directors of JANZEN ENTERPRISES, INC., a Florida corporation, on November 17<sup>th</sup>, 2004, and that, pursuant to Section 607.1103(7), of the Florida Statutes, and SECTION XI of the Plan of Merger, no vote of the shareholders of JANZEN ENTERPRISES, INC., a Florida corporation, is required.

WITNESS my hand and the seal of the corporation this 17<sup>th</sup> day of November, 2004.

(CORPORATE SEAL)



Lee M. Janzen, Secretary, of  
JANZEN ENTERPRISES, INC.