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P960000 58927

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CORPORATION(S) NAME

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Prossaire Acquisition Corp.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PROSSAIRE ACQUISITION CORP., a Florida corporation, P96000058927

INTO

PROSS-AIR OF DELAWARE, INC., a Delaware corporation not qualified in
Florida.

File date: April 24, 1998

Corporate Specialist: Joy Moon-French

PTC/KAM-1
4-15-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
PROSSAIRE ACQUISITION CORP.
WITH AND INTO
PROSS-AIR OF DELAWARE, INC.

Pursuant to the provisions of Section 607.1107 of the Statutes of Florida, **PROSS-AIR OF DELAWARE, INC.**, a Delaware corporation, as the Surviving Corporation in a Merger hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the corporations which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are **PROSSAIRE ACQUISITION CORP.**, a Florida corporation, and **PROSS-AIR OF DELAWARE, INC.**, a Delaware corporation. The surviving corporation (the "**Surviving Corporation**") in the Merger is **PROSS-AIR OF DELAWARE, INC.**, a Delaware corporation.

2. **Plan of Merger:** The Plan of Merger is set forth in that certain Agreement and Plan of Merger dated April 24, 1998 between **PROSSAIRE ACQUISITION CORP.** and **PROSS-AIR OF DELAWARE, INC.**, (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as **Exhibit "A"**.

3. **Shareholder Approval:** The Agreement of Merger was adopted by the directors and shareholders of:

(a) **PROSSAIRE ACQUISITION CORP.** by Written Action dated April 24, 1998.

(b) **PROSS-AIR OF DELAWARE, INC.** by Written Action dated April 24, 1998.


4. **Effective Date:** The Merger shall become effective on April 24, 1998.

Dated the 24th day of April, 1998.

[Signature on Following Page]

"SURVIVING CORPORATION"

PROSS-AIR OF DELAWARE, INC.,

By: 
Print Name: Mark D. Director
Title: President and Secretary

AGREEMENT AND PLAN OF MERGER

by and between

PROSSAIRE ACQUISITION CORP.,
a Florida corporation

and

PROSS-AIR OF DELAWARE, INC.,
a Delaware corporation

with

PROSS-AIR OF DELAWARE, INC.,
a Delaware corporation,
as the Surviving Entity

April 24, 1998

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This Table of Contents is for convenience and reference only, and does not serve to define or expand the terms and conditions of this Agreement.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") was made and entered into this 24th day of April, 1998 by and among:

PROSSAIRE ACQUISITION CORP., a Florida corporation with its principal office located at 19593-H Northeast Tenth Avenue, North Miami Beach, Florida 33179 (hereinafter referred to as the "**Merging Corporation**")

and

PROSS-AIR OF DELAWARE, INC., a Delaware corporation, with its principal office located at 1025 Thomas Jefferson Street, N.W., Suite 600 East, Washington, D.C. 20007 (hereinafter referred to as the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, pursuant to duly authorized action by their respective Boards of Directors and Stockholders, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 607.1107, Florida Statutes and Section 252, Delaware Statutes.

WHEREAS, the Certificate of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the effective date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the Surviving Corporation, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the

rights and obligations of such Surviving Corporation as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall continue as the Certificate of Incorporation of the Surviving Corporation.

(b) **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

(c) **Directors.** The Surviving Corporation shall retain its same Directors who will serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES.** The issued and outstanding shares of the Merging Corporation shall be converted into shares of the Surviving Corporation as follows:

(a) **PROSSAIRE ACQUISITION CORP.** Each share of common stock at \$0.01 par value in the Merging Corporation shall be converted into one (1) share of common stock at \$0.001 par value of the Surviving Corporation.

(b) **PROSS-AIR OF DELAWARE, INC.** Each share of common stock in the Surviving Corporation issued and outstanding prior to the effective time of the merger shall be canceled.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Stockholders of the Merging Corporation and the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of the Merging Corporation and the Surviving Corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on April 24, 1998.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Tax Treatment.** Both the Merging Corporation and the Surviving Corporation fully intend that the Merger comply with all requirements necessary to qualify as a reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, PROSSAIRE ACQUISITION CORP. and PROSS-AIR OF DELAWARE, INC., have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

Signatures on Following Page

CONSTITUENT ENTITIES:

ATTEST:

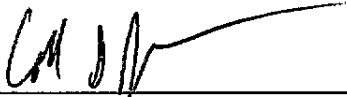
PROSSAIRE ACQUISITION CORP.,
a Florida corporation

Print Name: _____
Title: _____

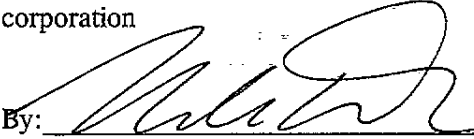
By: _____
Print Name: Maxine Rabel
Title: President

ATTEST:

PROSS-AIR OF DELAWARE, INC., a Delaware corporation



Print Name: Colleen D. Johnson
Title: Assistant Secretary

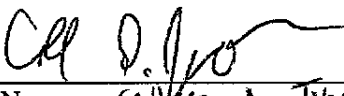
By: 

Print Name: Mark D. Director
Title: President & Secretary

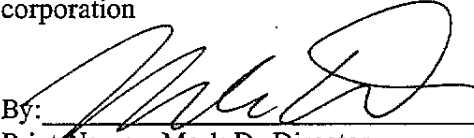
ATTEST:

SURVIVING CORPORATION:

PROSS-AIR OF DELAWARE, INC., a Delaware corporation



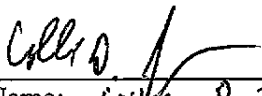
Print Name: Colleen D. Johnson
Title: Assistant Secretary

By: 

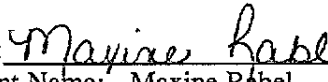
Print Name: Mark D. Director
Title: President & Secretary

CONSTITUENT ENTITIES:

ATTEST:


Print Name: Colleen D. Johnson
Title: Assistant Secretary

PROSSAIRE ACQUISITION CORP.,
a Florida corporation

By: 
Print Name: Maxine Rabel
Title: President

ATTEST:

Print Name: _____
Title: _____

PROSS-AIR OF DELAWARE, INC., a Delaware corporation

By: _____
Print Name: Mark D. Director
Title: President & Secretary

ATTEST:

Print Name: _____
Title: _____

SURVIVING CORPORATION:

PROSS-AIR OF DELAWARE, INC., a Delaware corporation

By: _____
Print Name: Mark D. Director
Title: President & Secretary