

P96000074110

KAUFMAN  
ROSSIN &  
CO. PROFESSIONAL  
ASSOCIATION

CERTIFIED PUBLIC ACCOUNTANTS

2699 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33133-5486  
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FILED  
99 JUL 27 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 9, 1999

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-07/27/99-01036--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles and Plan of Merger

Dear Sir or Madam:

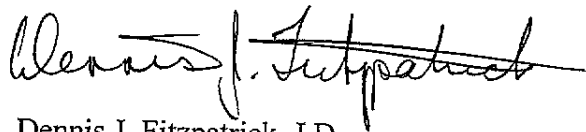
We have enclosed Articles and a Plan of Merger for Rio Vista Air Service, Inc. and Reserve Financial Management Corporation. The surviving corporation is Rio Vista Air Service, Inc. (Document Number: P96000074110; EIN: 65-0698972). The merging corporation is Reserve Financial Management Corporation (Document Number: 467960; EIN: 59-1871903).

A check in the amount of \$78.75 is also enclosed to cover the fee of \$35 for each corporation and \$8.75 for a certified copy of the Articles and Plan of Merger. Please return the certified copy to:

Dennis J. Fitzpatrick, J.D.  
Kaufman, Rossin & Co.  
2699 South Bayshore Drive  
Miami, FL 33133

Very truly yours,

KAUFMAN, ROSSIN & CO.



Dennis J. Fitzpatrick, J.D.

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*Merger*

V. SHEPARD AUG 3 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RESERVE FINANCIAL MANAGEMENT CORP., a Florida corporation, 467960

INTO

**RIO VISTA AIR SERVICE, INC.**, a Florida corporation, P96000074110

File date: July 27, 1999

Corporate Specialist: Velma Shepard

# **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:

Name

Jurisdiction

Rio Vista Air Service, Inc.

Florida

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

Name

Jurisdiction

Reserve Financial Management Corp.

Florida

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:** Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
June 1, 1999 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s)

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
June 1, 1999 and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Rio Vista  
Air Service, Inc.

Reserve Financial  
Management Corp.

Hunter Wolcott, Director / Pres.

Hunter Wolcott, Director / Pres.

**(Non Subsidiaries)**

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

## Jurisdiction

Florida

## Jurisdiction

Florida

The shareholder of the merging corporation shall receive one share of the surviving corporation for each surrendered share of the merging corporation.