

P97000012093

ARTICLES OF MERGER
Merger Sheet

MERGING:

AIRCRAFT MODULAR PRODUCTS OF THE U.S., INC., a Florida corporation,
document number F29864

INTO

AIRCRAFT MODULAR PRODUCTS, INC., a Florida corporation,
P97000012093

File date: February 14, 1997

Corporate Specialist: Karen Gibson

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Aircraft Manufacturer
Products, Inc.

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. File merged
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-

☐ Fictitious Name File 700002887657-2

☐ Name Reservation 02/14/97-01016-022
***122.50 ***122.50
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE.....\$
 DISBURSED.....\$
 SURCHARGE.....\$
 TAX on corporate supplies.....\$
 SUBTOTAL.....\$
 PREPAID.....\$
 BALANCE DUE.....\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY APD

WALK-IN Will Pick Up 2/19/97

**ARTICLES OF MERGER
OF
AIRCRAFT MODULAR PRODUCTS OF THE U.S., INC.
INTO
AIRCRAFT MODULAR PRODUCTS, INC.**

FILED
97 FEB 14 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

PARTIES. Aircraft Modular Products, Inc., *a Florida corporation*, Aircraft Modular Products of the U.S., Inc., *a Florida corporation*, and RTE Holdings, Inc. are the parties to an Agreement of Merger whereby Aircraft Modular Products of the U.S., Inc. will merge into Aircraft Modular Products, Inc. and the shareholder of Aircraft Modular Products of the U.S., Inc. will receive shares of RTE Holdings, Inc.. Aircraft Modular Products, Inc. is the surviving corporation and Aircraft Modular Products of the U.S., Inc., is the disappearing corporation as it will merge into Aircraft Modular Products, Inc.. RTE Holdings, Inc. will continue as the parent corporation of Aircraft Modular Products, Inc.

ARTICLE I

ADOPTION. A. The Agreement of Merger was adopted by the sole director and sole shareholder of Aircraft Modular Products, Inc. on February 7, 1997.

B. The Agreement of Merger was adopted by the sole director and by the sole shareholder of Aircraft Modular Products of the U.S., Inc., on February 7, 1997.

C. The Agreement of Merger was adopted by the sole director and by the sole shareholder of RTE Holdings, Inc. on February 7, 1997.

ARTICLE II


EFFECTIVE DATE. The merger will become effective on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III

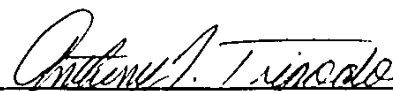
PLAN OF MERGER. The Plan of Merger provides for an exchange of shares in the corporations party to the merger effected in the following manner: All of the shares of Aircraft Modular Products of the U.S. Inc. will be surrendered to Aircraft Modular Products, Inc. and all shares so acquired shall be extinguished by virtue of the merger. Thereupon, there shall be issued to the shareholders of Aircraft Modular Products of the U.S. Inc., one-half share of RTE Holdings, Inc. for each one such share of Aircraft Modular Products of the U.S. Inc. so surrendered, being a total issue of twenty five (25) shares of RTE Holdings, Inc. for the entire issued and outstanding shares of Aircraft Modular Products of the U.S. Inc.

DATED: this 7 day of February, 1997.

AIRCRAFT MODULAR PRODUCTS, INC.,
a Florida corporation

By: 
Roger Koch, President and Director

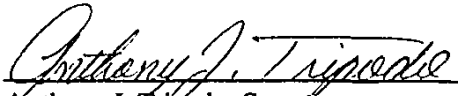
ATTEST:


Anthony J. Tripodo, Secretary

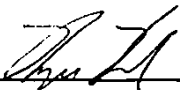
**AIRCRAFT MODULAR PRODUCTS OF THE
U.S., INC., a Florida corporation**

By: 
Roger Koch, President

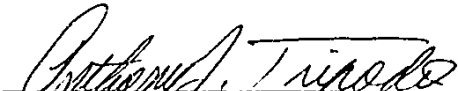
ATTEST:


Anthony J. Tripodo, Secretary

RTE HOLDINGS, INC., a Florida corporation


By: 
Roger Koch, President

ATTEST:

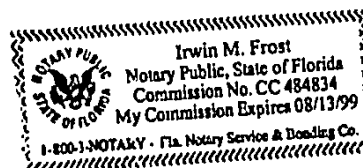

Anthony J. Tripodo, Secretary

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of February, 1997, by **Roger Koch and Anthony J. Tripodo**, as President and Secretary of **Aircraft Modular Products, Inc., a Florida corporation**, on behalf of the Corporation.


Notary Public, State of Florida at Large

My Commission Expires:



STATE OF FLORIDA)
)SS:
COUNT OF DADE)

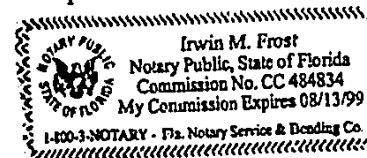
The foregoing instrument was acknowledged before me this 7 day of February, 1997, by Roger Koch and Anthony J. Tripodo, as President and Secretary of Aircraft Modular Products of the U.S. Inc., a Florida corporation, on behalf of the Corporation.



Notary Public, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA)
)SS:
COUNT OF DADE)



The foregoing instrument was acknowledged before me this 7 day of February, 1997, by Roger Koch and Anthony J. Tripodo, as President and Secretary of RTE Holdings, Inc. a Florida corporation, on behalf of the Corporation.



Notary Public, State of Florida at Large

My Commission Expires:

lcpc396a.19b

