

P97000054877

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BLM AIRCRAFT, INC., a Delaware corporation (not qualified to transact business in Florida)

INTO

DIAMOND AVIATION CORPORATION, a Florida corporation, P97000054877.

File date: October 9, 1997

Corporate Specialist: Louise Flemming-Jackson

Requestor's Name

BALDWIN & MORRISON, P. A.

ATTORNEYS & COUNSELLORS AT LAW

7100 SOUTH U. S. HIGHWAY 17-92

FERN PARK, FLORIDA 32730-2092

JOHN A. BALDWIN
WILLIAM H. MORRISON
CHRISTOPHER H. MORRISON

TELEPHONE
(407) 834-1424
FAX
(407) 834-4845

to Division of Corporations
Attn: Amendments & Merger Section
P. O. Box 6327
Tallahassee, FL 32314

DATE September 22, 1997

SUBJECT

Enclosed please find Articles of Merger for filing, along with
check in the amount of \$70 for the filing fee. Please return
certified copy of Articles to the undersigned.

Yours truly,

John A. Baldwin
John A. Baldwin

br/encls.

FILED
97 OCT -9 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-09/25/97--01043--018
*****70.00 *****70.00

	Annual Report
	Fictitious Name
	Name Reservation

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

merger
10-10-97

~~*787, 1042, 671*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1997

John A. Baldwin, Esquire
7100 South U.S. Highway 17-92
Fern Park, FL 32730-2092

SUBJECT: DIAMOND AVIATION CORPORATION
Ref. Number: P97000054877

We have received your document for DIAMOND AVIATION CORPORATION 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 current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 497A00048578

FILED
97 OCT -9 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
BLM AIRCRAFT, INC., A DELAWARE CORPORATION,
INTO

DIAMOND AVIATION CORPORATION, A FLORIDA CORPORATION

ARTICLES OF MERGER, between DIAMOND AVIATION CORPORATION, A Florida corporation, and BLM AIRCRAFT, INC., a Delaware corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the Act), DIAMOND AVIATION CORP. (DIAMOND) and BLM AIRCRAFT, INC. (BLM), adopt the following Articles of Merger.

1. The Plan of Merger dated September 18, 1997, between DIAMOND and BLM was approved and adopted by the shareholders and directors of DIAMOND on the 18th day of September, 1997, and was approved and adopted by the shareholders and directors of BLM on the 18th day of September, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of BLM's stock will be acquired by means of merger of BLM into DIAMOND, with DIAMOND the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to §607.1105 of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 18th day of September, 1997.

(Corporate Seal)

DIAMOND AVIATION CORPORATION, a
Florida corporation

By:


Bruce Eckstein, President

(Corporate Seal)

BLM AIRCRAFT, INC., a
Delaware corporation

By:


Bruce Eckstein, President

PLAN OF MERGER

Merger between DIAMOND AVIATION CORP. (Surviving Corporation) and BLM AIRCRAFT, INC., (Disappearing Corporation), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (Plan) in accordance with §607.1101 of the Florida Business Corporation Act (Act).

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law. The changes to Surviving Corporation's Articles of Incorporation, which shall take effect on the Effective Date.

2. Distribution to Shareholders of the Constituent Corporation. Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective

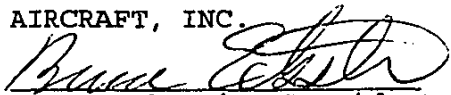
Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be October 1, 1997, the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

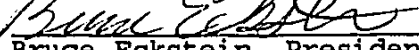
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

DATED: September 18, 1997

BLM AIRCRAFT, INC.

By: 
Bruce Eckstein, President
"Disappearing Corporation"

DIAMOND AVIATION CORPORATION

By: 
Bruce Eckstein, President
"Surviving Corporation"