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REFERENCE : 654431 7142328

AUTHORIZATION :

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ORDER DATE : December 31, 1997

ORDER TIME : 9:08 AM

ORDER NO. : 654431-005

CUSTOMER NO: 7142328

CUSTOMER: Ms. Cheryl Mullin
Lane Fisher Associates
Suite 1200
121 S. Avenue Of The Arts
Philadelphia, PA 19107

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-01/07/98-01005-006
*****70.00 *****70.00

ARTICLES OF MERGER

ROCKIT AVIATION CORP.

INTO

MOUNT ROCK MANAGEMENT CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry
EXAMINER'S INITIALS: 3f

corapmer

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97DEC 31 PM 1:37

Microfilm Number _____

Filed with the Department of State on _____

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DEC08:15-1086 (Rev 01)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Mount Rock Management Corp.

2. (Check and complete one of the following):

____ The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

 Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Rockit Aviation Corp.</u>	<u>121 South Avenue of the Arts</u>	<u>Philadelphia</u>
	<u>Suite 1200, Philadelphia, PA 19107</u>	

DSCU:15 1026 (Rev 91)-2

4. (Check, and if appropriate complete, one of the following):

____The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

____The plan of merger shall be effective on _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation

Manner of adoption

ROCKIT AVIATION CORP. Unanimous consent of shareholders

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

☒The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

____ Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect and in force prior to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street

City

State

Zip

IN WITNESS WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of

Merger to be signed by a duly authorized officer thereof this _____ day of _____, 19____

Rockit Aviation Corp.

(Name of Corporation)

BY: _____

(Signature)

TITLE: A. Wesley Wyatt, PresidentMount Rock Management Corp.

(Name of Corporation)

BY: _____

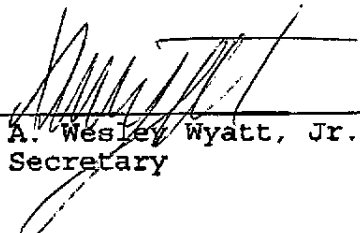
(Signature)

TITLE: A. Wesley Wyatt, President

IN WITNESS WHEREOF, we have signed and verified this
Certificate this 29th day of December, 1997.

MOUNT ROCK MANAGEMENT CORP.
(A Florida corporation)

Attest:


A. Wesley Wyatt, Jr.
Secretary

BY:


A. Wesley Wyatt
President

ROCKIT AVIATION CORP.
(A Pennsylvania corporation)

Attest:


A. Wesley Wyatt
Secretary

BY:


A. Wesley Wyatt
President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

MOUNT ROCK MANAGEMENT CORP.

(A Florida Corporation)

AND

ROCKIT AVIATION CORP.

(A Pennsylvania Corporation)

We the undersigned, being respectively the Presidents and Secretaries of MOUNT ROCK MANAGEMENT CORP., a Florida corporation and ROCKIT AVIATION CORP., a Pennsylvania corporation, do hereby certify that:

1. This Plan and Agreement of Merger was adopted by the Board of Directors and Shareholders of each constituent Corporation.

2. The name of each of the constituent Corporations are as follows:

MOUNT ROCK MANAGEMENT CORP., a Florida corporation

ROCKIT AVIATION CORP., a Pennsylvania corporation

The name of the surviving Corporation is MOUNT ROCK MANAGEMENT CORP., the Florida corporation.

3. The number of outstanding shares of MOUNT ROCK MANAGEMENT CORP., the Florida corporation is 100 shares of no par value stock, all of which are entitled to vote, the number of outstanding shares of ROCKIT AVIATION CORP., the Pennsylvania corporation is 1,000 shares of no par value stock, all of which are entitled to vote. The merger was authorized by the unanimous consent of the Directors and by the unanimous consent of the Shareholders of each Corporation on December 22, 1997.

4. The effective date of the Merger shall be the date of filing.

5. The terms and conditions of the Plan of Merger are as follows:

(a) ROCKIT AVIATION CORP. the Pennsylvania Corporation shall be merged into MOUNT ROCK MANAGEMENT CORP., the Florida Corporation and the surviving Corporation shall continue to operate under the name of MOUNT ROCK MANAGEMENT CORP.

(b) The 1,000 outstanding shares of stock of ROCKIT AVIATION CORP. the Pennsylvania corporation, shall be exchanged on the basis of .09 share of the surviving corporation for each ten shares of the merging corporation and the shares of the merging corporation so surrendered shall be cancelled and the surviving corporation shall assume all debts, liabilities and outstanding obligations of the Merging corporation.

(c) The shares of the surviving corporation shall be unaffected by the merger.

(d) The certificate of incorporation and the bylaws of the surviving corporation as existing on the date of this merger shall be and constitute the bylaws and certificate of incorporation of the surviving corporation except that the certificate of incorporation is hereby amended to increase the number of shares authorized to two hundred (200) shares without par value.

(e) All provisions of the Florida Business Corporation Act and the Pennsylvania Business Corporation Law shall be and continue to be fully complied with in connection with the merger and subsequent thereto.

(f) The surviving corporation shall pay all expenses of carrying this agreement of merger into effect and accomplishing the merger herein provided for.

(g) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Agreement of Merger.

(h) This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the states of Florida and Pennsylvania.

(i) This plan and agreement involves a statutory merger of a corporation referred to in section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended, and this plan and agreement of merger is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement of merger to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.