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ACCOUNT NO. : 072100000032

REFERENCE : 654431

AUTHORIZATION :

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

ROCKIT AVIATION CORP.

OTNI

MOUNT ROCK MANAGEMENT CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

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29 97 17:18 FROM:LANE FISH	IER 215-545-8313	- TO:40736	583828	PAGE: 02
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in compliance with the require	ments of 15 Pa.C.S. § 1925 (relatio	g to articles of mor	ger ar consolida	tion), the ondersioned
riness corporations, desiring to effi	ect a merger, hereby state that:		-	C3
The name of the corporation survi	ving the merger is:Mount_	Rook Managon	ent Corp.	9,00
(Check and complete one of the				ပ္ ခြင့်
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TO:4073683828

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,	The plan of merger shall be effective upon filing these Articips of Merger in the Department of State.						
,	The plan of merger shall be effect	ive onD	te .	Hour			
5.	The memor in which the plan of more	ger was adopted by each	domestic corporation is as	fallows:			
ļ	Hame of corporation	Manner of adopt	lon				
	ROCKIT AVIATION CORP.	Unanimous co	onsent of shareho	lders			
k.	(Strike out this paragraph if no foreinpproved, as the case may be, by the other plan in accordance with the land	e foreign business como	ration (or each of the foreig	n was authorized, adopted or In business corporations) party			
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	Prinsport to 15 Pa.C.S. § 1901 (replan of merger that amend or conspicing (upon to the effective date). The follows of the plan of merger of which is:	stitute the operative Articol the pian are set forth in	oles of Incorporation of the Infull in Exhibit A stached I	aurylying corporation of in effect hereto and mede a part hereof.			
	Plumber met Street	Chy	Diale	Zip			
	III IL STIMONY WHEREOF, the u	indersigned corporation (	ir each undersigned corpor	ration has caused these Articles o			
۷e	iller to be signed by a duly authorize	d officer thereof this	day ot				
	Rockit Aviation Corp. (Name of Corporation)	TH.	Mount Rook Mana	ne of Corporation)			
	(Signature)			(Bigneture)			
	TITLE: A. Wesley Wyatt. P	resident	TITLE: A. Wesley	<u> President</u>			

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

MOUNT ROCK MANAGEMENT CORP. (A Florida corporation)

Attest:

Secretary

BY:

President

ROCKIT AVIATION CORP. (A Pennsylvania corporation)

Attest:

Secretary

BY:

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.