

P97000099513

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

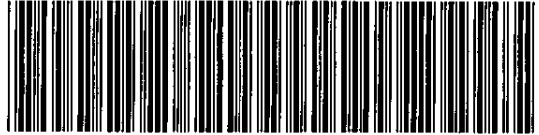
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900137611449

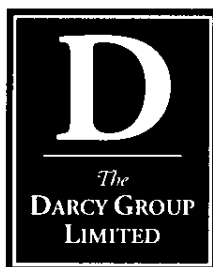
11/06/08--01012--003 **70.00

FILED
09 NOV - 6 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Neiger
C.COULLIETTE

NOV 12 2008

EXAMINER



Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6328
Tallahassee, FL 32314

Re: Articles of Merger

Dear Sir or Madam,

Attached please find the Articles of Merger between Wing Consultants, Inc. and North-South Investments, Inc.

We have enclosed the following fees:

Merging Corporation	\$35.00
Surviving Corporation	<u>35.00</u>
	<u>70.00</u>

If you have any questions or need additional information, please contact us.

Sincerely,

The Darcy Group, Ltd.

John F. Darcy
Managing Shareholder

Encl.

cc: [illegible]

cc: [illegible]

cc: [illegible]

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Wing Consultants, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

John F. Darcy,

(Contact Person)

The Darcy Group Limited

(Firm/Company)

95 St. Paul Street, Suite 300

(Address)

Burlington, VT 05401

(City/State and Zip Code)

For further information concerning this matter, please call:

John F. Darcy

(Name of Contact Person)

At (802) 864-6628

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wing Consultants, Inc.	Florida	P97000099513

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
North South Investments, Inc.	Delaware	3875685

FILED
08 NOV - 6 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, 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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 25, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 25, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

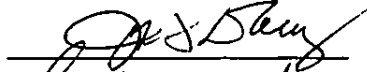
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

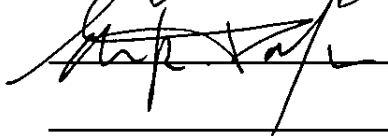
Typed or Printed Name of Individual & Title

North-South Investments, Inc.



John F. Darcy

Wing Consultants, Inc.



Glen Parker

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Wing Consultants, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>North-South Investments, Inc.</u>	<u>Delaware</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

North-South shares to be converted one to one into Wing Consulting shares.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

North-South shares to be converted one to one into Wing Consulting shares.

(Attach additional sheets if necessary)