

P98000008407

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000063735 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

EFFECTIVE DATE
12/31/00

RECEIVED
00 DEC -8 AM 7:43
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
AEROSPACE LIGHTING INSTITUTE, INC.

FILED
00 DEC -8 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

merger

Electronic Filing Menu

Corporate Filing

Public Access Help

S. PAYNE DEC 8 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

AEROSPACE AIRWAYS, INC., a Florida corporation, K65879

INTO

AEROSPACE LIGHTING INSTITUTE, INC., a Florida entity, P98000008407

File date: December 8, 2000, effective December 31, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 2000

AEROSPACE LIGHTING INSTITUTE, INC.
2783 CAMDEN ROAD
CLEARWATER, FL 33759

SUBJECT: AEROSPACE LIGHTING INSTITUTE, INC.
REF: P98000008407

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please attach the plan of merger or indicate that the plan is included in the articles of merger.

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) 487-6901.

Susan Payne
Senior Section Administrator

FAX And. #: H00000063735
Letter Number: 100A00061996

H00000063735 5

STATE OF FLORIDA
ARTICLES OF MERGER
OFAEROSPACE AIRWAYS, INC., a Florida corporation,
INTO
AEROSPACE LIGHTING INSTITUTE, INC., a Florida corporationEFFECTIVE DATE
12/31/00FILED
00 DEC -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDAFILED
00 DEC -8 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business
Corporations Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger was adopted by the Directors and Sole Shareholder of AEROSPACE LIGHTING INSTITUTE, INC., a Florida corporation (the "Surviving Corporation"), on DEC. 6, 2000, and shall be effective as of December 31, 2000, and was adopted by the Directors and Sole Stockholder of AEROSPACE AIRWAYS, INC., a Florida corporation (the "Merging Corporation"), on DEC. 6, 2000, and shall be effective as of December 31, 2000.

SECOND: The effective date of these Articles of Merger shall be 11:59 p.m. December 31, 2000 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 100 shares of common stock of the Surviving Corporation owned by George W. Godfrey, and the currently issued and outstanding 100 shares of common stock of the Surviving Corporation owned by George W. Godfrey, the sole stockholder of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0150340
202326.01

H00000063735 5

H00000063735 5

will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes.

Signed this 6th day of December, 2000, and effective as of December 31, 2000.

SURVIVING CORPORATION:

AEROSPACE LIGHTING INSTITUTE,
INC., a Florida corporation

By: George W. Godfrey
George W. Godfrey / President

MERGING CORPORATION:

AEROSPACE AIRWAYS, INC., a
Florida corporation

By: George W. Godfrey
George W. Godfrey / President

227220.01

H00000063735 5

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, the Surviving Corporation, AEROSPACE LIGHTING INSTITUTE, INC., hereby designates George W. Godfrey, located at 2783 Camden Road, Clearwater, Florida 33759, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


GEORGE W. GODFREY

H00000063735 5

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 6TH day of DEC., 2000, and shall be effective as of December 31, 2000, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

I - SURVIVING CORPORATION

AEROSPACE LIGHTING INSTITUTE, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: January 27, 1998

II - MERGED CORPORATION

AEROSPACE AIRWAYS, INC., a Florida corporation ("Merged Corporation").

Date of incorporation: February 15, 1989

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its respective date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same sole shareholder.

WHEREAS, the Merged Corporation and the Surviving Corporation have determined that the costs associated with the multiple business records, accounting records, tax records and legal records have become an increasing burden on the Merged Corporation and the Surviving Corporation, and that it would be in their mutual best interests to combine their business operations upon the terms and conditions set forth herein;

WHEREAS, the parties intend that said merger shall constitute a transaction of the type described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

H00000063735 5

H00000063735 5

WHEREAS, the directors of the Surviving Corporation and the directors of the Merged Corporation deem it advisable that they merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholder</u>	<u>Shares Held</u>
AEROSPACE AIRWAYS, INC., a Florida corporation	George W. Godfrey	100
AEROSPACE LIGHTING INSTITUTE, INC., a Florida corporation	George W. Godfrey	100

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the

Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be AEROSPACE LIGHTING INSTITUTE, INC. The Certificate of Incorporation of the Surviving Corporation as amended herein, shall be and remain the Certificate of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

The Officers and Directors of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

Directors: George W. Godfrey and Jeanette A.M. Godfrey

Officers: George W. Godfrey President

Jeanette A.M. Godfrey Vice President/Secretary/Treasurer

H00000063735 5

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation set forth in the Surviving Corporation's Articles of Incorporation are hereby amended as follows:

George W. Godfrey

2783 Camden Road
Clearwater, Florida 33759

ARTICLE VII
APPROVAL OF MERGER BY SOLE SHAREHOLDER AND DIRECTORS OF
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the sole shareholder and directors of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on 6 December, 2000, and shall be effective as of December 31, 2000.

ARTICLE VIII
APPROVAL OF MERGER BY SOLE STOCKHOLDER AND DIRECTORS OF
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the sole stockholder and directors of the Merged Corporation, as provided by Chapter 607 of the Florida Statutes, on 6 December, 2000, and shall be effective as of December 31, 2000.

ARTICLE IX
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of 11:59 p.m., December 31, 2000, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

WITNESSES:

La. De Moore
President

La. De Moore
President

SURVIVING CORPORATION:

AEROSPACE LIGHTING INSTITUTE,
INC., a Florida corporation

By: George W. Godfrey
George W. Godfrey, President

MERGED CORPORATION:

AEROSPACE AIRWAYS, INC., a
Florida corporation

By: George W. Godfrey
George W. Godfrey, President

227223.01

H00000063735 5