

P98000017085

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Corporation(s) Name

Merger
Air Time Technologies, Inc.
into:
Air Time Technologies, Inc.

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
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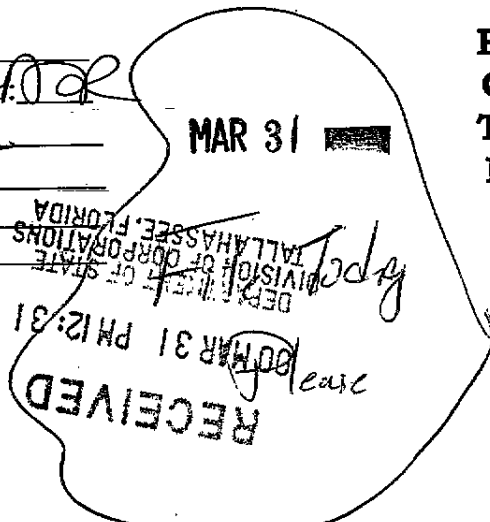
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Melanie Strickland

Thank You!



ARTICLES OF MERGER
Merger Sheet

MERGING:

AIRTIME TECHNOLOGIES, INC., a Florida corporation P98000017085
,

INTO

AIRTIME TECHNOLOGIES, INC., a Delaware corporation not qualified in
Florida.

File date: March 31, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FILED
00 MAR 31 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
AirTime Technologies, Inc.	Delaware corporation

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

<u>Name</u>	<u>Jurisdiction</u>
AirTime Technologies, Inc.	Florida corporation

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.

Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the stockholders of the surviving corporation on March 29, 2000.

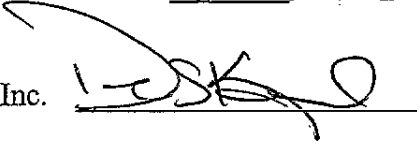
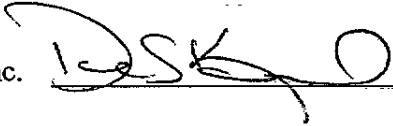
Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on March 29, 2000.

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Seventh: Signatures for each corporation.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
AirTime Technologies, Inc. (Delaware)		Dean S. Keil, President and Chief Executive Officer
AirTime Technologies, Inc. (Florida)		Dean S. Keil, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and is being submitted in accordance with sections 607.1108 of the Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
AirTime Technologies, Inc.	Florida

The merging party shall hereinafter be referred to as "AirTime Florida".

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
AirTime Technologies, Inc.	Delaware

The surviving party shall hereinafter be referred to as "Surviving Corporation".

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

- a. The merger shall become effective upon the last to occur of the filing with the Secretary of State of the State of Delaware of a copy of the Plan and Agreement of Merger or a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law and the filing with the Secretary of State of the State of Florida of articles of merger pursuant to Section 607.234 of the Florida General Corporation Act or any successor thereto. (The time of such filing is hereinafter called the "Effective Time.")
- b. At the Effective Time:
 - i. AirTime Florida shall be merged into the Surviving Corporation, which shall be the surviving corporation, and the separate corporate existence of AirTime Florida shall cease.

- ii. The Surviving Corporation shall thereafter possess all the rights, privileges, powers and franchises and assume and agree to perform and discharge all the debts, obligations, contracts and liabilities of each of AirTime Florida and the Surviving Corporation, and all property, real, personal and mixed, of each of AirTime Florida and the Surviving Corporation shall vest in the Surviving Corporation without further act or deed.
- iii. The name of the Surviving Corporation shall remain AirTime Technologies, Inc.
- iv. The officers and the directors of AirTime Florida shall be the officers and the directors of the Surviving Corporation.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
 - i. The 100 shares of common stock of the Surviving Corporation owned by AirTime Florida shall be canceled and retired, all rights in respect thereof shall cease and the capital of the Surviving Corporation shall be reduced by the \$1.00 capital applicable to such shares.
 - ii. Each outstanding share of the common stock of AirTime Florida, including shares held in its treasury, shall thereupon, and without the surrender of stock certificates or any other action, be converted into four fully paid and nonassessable outstanding share of the common stock of the Surviving Corporation. Certificates representing outstanding shares of the common stock of AirTime Florida shall thenceforth be deemed to represent four shares of the common stock of the Surviving Corporation and the holders thereof shall have all of the same rights which they would have had if such certificates had been issued by the Surviving Corporation.
- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
 - i. All outstanding options, warrants and other agreements to purchase shares of the common stock of AirTime Florida shall become, respectively, options, warrants and agreements to purchase, at the same terms and conditions, except that the price to purchase the shares shall be one-fourth

of the price under such outstanding option, warrant or other agreement and the number of shares of common stock of the Surviving Corporation that may be purchased shall be four times the amount of common stock of AirTime Florida that could have been purchased under such outstanding option, warrant or other agreement.