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Division of Corporations

Page 1 of 1

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Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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MERGER OR SHARE EXCHANGE

LEASING TECHNOLOGY, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$148.75

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SECRETARY OF STATE
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H04000093432 3

MEMORANDUM

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: Leasing Technology, Inc.
DATE: April 29, 2004

The constituent corporations to the Merger of LTI Vehicle Leasing Corp., LTI Aircraft Finance Company, Inc., and LTI Vehicle Finance Corp. with and into Leasing Technology, Inc., and their respective document numbers are as follows:

<u>Corporation</u>	<u>Document Number</u>
LTI Vehicle Leasing Corp.	J72238
LTI Aircraft Finance Company, Inc.	S95778
LTI Vehicle Finance Corp.	P97000102588
Leasing Technology, Inc.	P98000017174

H04000093432 3

H04000093432 3

**ARTICLES OF MERGER OF
LTI VEHICLE LEASING CORP.,
LTI AIRCRAFT FINANCE COMPANY, INC.,
AND
LTI VEHICLE FINANCE CORP.
WITH AND INTO
LEASING TECHNOLOGY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned LTI Vehicle Leasing Corp., LTI Aircraft Finance Company, Inc., LTI Vehicle Finance Corp., and Leasing Technology, Inc. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is Leasing Technology, Inc., a Florida corporation ("LTI"). The name of the merging corporations are LTI Vehicle Leasing Corp., a Florida corporation ("Leasing"), LTI Aircraft Finance Company, Inc., a Florida corporation ("Aviation"), and LTI Vehicle Finance Corp., a Florida corporation ("Finance") (collectively the "Merging Corporations").

2. A copy of the Agreement and Plan of Merger effective as of April 28, 2004, by and among the Merging Corporations and LTI (the "Plan of Merger") is attached hereto and incorporated herein by reference.

3. The merger shall become effective on the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida.

4. The Plan of Merger was adopted April 28, 2004 by all of the shareholders of LTI entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

5. The Plan of Merger was adopted April 28, 2004 by all of the shareholders of Leasing entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

6. The Plan of Merger was adopted April 28, 2004 by all of the shareholders of Finance entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3355

H04000093432 3

H04000093432 3

7. The Plan of Merger was adopted April 14, 2004 by all of the shareholders of Aviation entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the ____ day of April, 2004.

LTI VEHICLE LEASING CORP., a Florida corporation

By: Michael Apple
Name: Michael Apple
Title: Vice President

LTI AIRCRAFT FINANCE COMPANY, INC., a Florida corporation

By: Michael Apple
Name: Michael Apple
Title: Vice President

LTI VEHICLE FINANCE CORP., a Florida corporation

By: Michael Apple
Name: Michael Apple
Title: Vice President

LEASING TECHNOLOGY, INC., a Florida corporation

By: Michael Apple
Name: Michael Apple
Title: Vice President

H04000093432 3

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of April ~~2004~~ 2004, is entered into by and between Leasing Technology, Inc., a Florida corporation ("LTI"), and LTI Aircraft Finance Company, Inc., a Florida corporation ("Aviation"), LTI Vehicle Finance Corp., a Florida corporation ("Finance"), and LTI Vehicle Leasing Corp., a Florida corporation ("Leasing") (collectively, the Merging Corporations).

WITNESSETH:

WHEREAS, LTI is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of LTI consists of 1,000 shares of Common Stock, par value \$0.01 per share (the "LTI Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, Aviation is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of Aviation consists of 1,000 shares of Common Stock, par value \$1.00 per share (the "Aviation Common Stock"), of which 100 shares are issued and outstanding and owned by LTI;

WHEREAS, Finance is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of Finance consists of 1,000 shares of Common Stock, par value \$1.00 per share (the "Finance Common Stock"), of which 100 shares are issued and outstanding and owned by LTI;

WHEREAS, Leasing is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of Leasing consists of 7,500 shares of Common Stock, par value \$1.00 per share (the "Leasing Common Stock"), of which 7,500 shares are issued and outstanding and owned by LTI;

WHEREAS, each of the respective Boards of Directors of the Merging Corporations and LTI deem it advisable and in the best interests of their respective corporations and shareholders to have the Merging Corporations merge with and into LTI pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and in a transaction which will qualify as a "liquidation" under Section 332 of the Internal Revenue Code of 1986 (such transaction being hereinafter referred to as the Merger); and the Board of Directors and shareholders of each of Aviation, Finance, Leasing and LTI have approved this Agreement and the Merger contemplated hereby; and

WHEREAS, LTI and each of the Merging Corporations and their respective shareholders believe it is advisable and in their mutual interests that LTI carry on and continue the historic business of the Merging Corporations after the Merger.

H04000093432 3

H04000093432 3

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1
THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida, each of Aviation, Finance and Leasing shall merge with and into LTI, with LTI being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida (such date and time hereafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation: Effects of the Merger. Upon the Merger becoming effective and by virtue thereof the Merging Corporations and LTI shall become and be a single corporation, with LTI as the Surviving Corporation, and the separate corporate existence of each of Aviation, Finance, Leasing and LTI shall cease. The Merger shall have the effects set forth in §607.1106, Florida Statutes.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of LTI as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of LTI in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of LTI immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

H04000093432 2

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) LTI Shares. Each share of LTI Common Stock issued and outstanding immediately prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$0.01 par value, of the Surviving Corporation.

(b) Cancellation of Aviation Shares. Upon the Effective Date of the Merger, each share of Aviation Common Stock, which is issued and outstanding immediately prior to the Effective Date shall be canceled and retired.

(c) Cancellation of Finance Shares. Upon the Effective Date of the Merger, each share of Finance Common Stock, which is issued and outstanding immediately prior to the Effective Date shall be canceled and retired.

(d) Cancellation of Leasing Shares. Upon the Effective Date of the Merger, each share of Leasing Common Stock, which is issued and outstanding immediately prior to the Effective Date shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

H04000093432 3

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

LTI AIRCRAFT FINANCE COMPANY,
INC., a Florida corporation

By: *Michael Apple*
Name: Michael Apple
Title: Vice President

LTI VEHICLE FINANCE CORP., a Florida
corporation

By: *Michael Apple*
Name: Michael Apple
Title: Vice President

LTI VEHICLE LEASING CORP., a Florida
corporation

By: *Michael Apple*
Name: Michael Apple
Title: Vice President

LEASING TECHNOLOGY, INC., a Florida
corporation

By: *Michael Apple*
Name: Michael Apple
Title: Vice President

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H04000093432 3