

P98000020710

McGILL AVIATION  
CORPORATION

1000 AIRPORT ROAD  
FERNANDINA BEACH, FLORIDA 32034

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-09/17/01--01102--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

EFFECTIVE DATE  
10-1-01

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

T BROWN SEP 18 2001

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

MCGILL AIRCRAFT CORPORATION, a Delaware corporation, F98000006044

INTO

**MCGILL AVIATION CORPORATION**, a Florida entity, P98000020710.

File date: September 17, 2001 , effective October 1, 2001

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

10-1-01

FILED  
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TALLAHASSEE, FLORIDA

## ARTICLES of MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.11054 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name & Address	Jurisdiction	Entity
<b>McGill Aviation Corporation</b> 1000 Airport Road Fernandina Beach, FL 32034	Florida	Corporation
FL Doc. No. P98000020710 FEI No. 59-3495898		

**SECOND:** The name and jurisdiction of the **merging** (disappearing) corporation:

Name & Address	Jurisdiction	Entity
<b>McGill Aircraft Corporation</b> 1000 Airport Road Fernandina Beach, FL 32034	Delaware	Corporation
FL Doc. No. F98000006044 FEI No. 58-1966013		

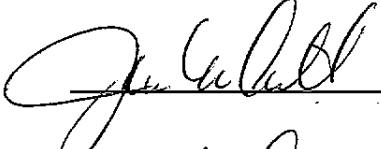
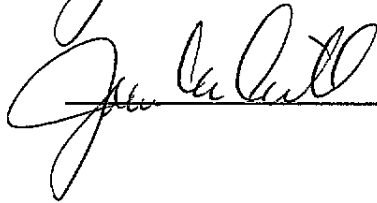
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on **October 1, 2001**.

**FIFTH:** The Plan of Merger was adopted by the shareholders and board of directors of the surviving corporation on September 12, 2001.

**SIXTH:** The Plan of Merger was adopted by the shareholders and board of directors of the merging (disappearing) corporation on September 12, 2001.

**SEVENTH: SIGNATURES FOR EACH PARTY:**

Name of Entity	Signatures	Printed Name
<b>McGill Aircraft Corporation</b> (Disappearing Corporation)		John G. McGill, Chairman & President
<b>McGill Aviation Corporation</b> (Surviving Corporation)		John G. McGill, Chairman & President

# PLAN of MERGER

Pursuant to an Agreement of Merger dated **September 12, 2001** between **McGill Aviation Corporation**, (a Florida corporation and the "Surviving Corporation") and **McGill Aircraft Corporation**, (a Delaware corporation and the "Disappearing Corporation") (collectively the "Constituent Corporations"); this Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act") and in accordance with the applicable laws of Delaware.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, including all amendments, if any, in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. The shareholders and shareholdings of Constituent Corporations are identical; accordingly, there is no need to exchange or issue shares. On the Effective Date, each share of Disappearing Corporation's stock that shall be issued and outstanding at that time shall be surrendered and canceled. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corporation's stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

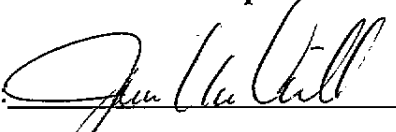
6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Delaware and Florida Secretaries of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State and to the Delaware Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "**Effective Date,**" which shall be **October 1, 2001.**

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

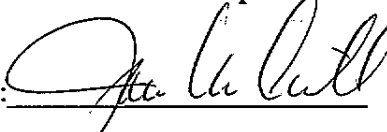
9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

**McGill Aviation Corporation**

by:   
John G. McGill  
Chairman & President

date: September 12, 2001

**McGill Aircraft Corporation**

by:   
John G. McGill  
Chairman & President

date: September 12, 2001