

P98000022528

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FILED
07 MAY -1 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$20

merge
SF

THE LAW OFFICES OF BRIAN E. FOONT, PLLC

2939 VAN NESS STREET, N.W. - SUITE 747

WASHINGTON, D.C. 20008-4620

TEL. 202-236-4851 / FAX. 202-318-9195

E-MAIL: FOONT@FOONTLAW.COM / WEB: WWW.FOONTLAW.COM

Brian E. Foont, Esq.
Admitted in NY, VA, MD and DC

June 19, 2007

Ms. Susan Payne
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Subject: Payment for Filing for Metro Flight Service (Doc. No. P98000022528)

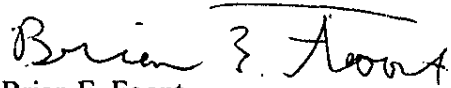
Dear Ms. Payne:

Thank you for your call on Monday of this week. It has been reported to me that the payment of \$35 that we had discussed on May 21 and referenced in my letter of the same date was inadvertently never sent. Thus, enclosed please find that payment.

Again, thank you for your call and continuing assistance in this matter.

Stay well.

Sincerely,


Brian E. Foont

Enclosure (check for \$35)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Metro Flight Services Virginia, 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:

Salvatore Calvino
(Contact Person)

Quantem FBO Services, LLC
(Firm/Company)

175 Ammon Drive
(Address)

Manchester, NH 03103
(City/State and Zip Code)

For further information concerning this matter, please call:

Brian E. Foont At (202) 236-4851
(Name of Contact Person) (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

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Brian E. Foont, Esq.

Admitted in NY, VA, MD and DC

May 21, 2007

VIA FACSIMILE ONLY

Via facsimile to 1-850-245-6897 (2 pages)

Ms. Susan Payne
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

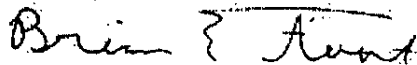
Subject: Metro Flight Service – Plan of Merger

Dear Ms. Payne:

Thank you for your call earlier. Per your request, attached please find the Articles of Merger than includes the Plan of Merger. A check for thirty-five dollars (\$35) will follow by mail.

I appreciate your commitment to process this expeditiously and to be effective as of May 1, particularly given that it has already been processed in Virginia.

Sincerely,

A handwritten signature in cursive script, appearing to read "Brian E. Foont", with a large, stylized flourish at the end.

Brian E. Foont

Enclosure

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)
Metro Flight Services Virginia, Inc.	Virginia	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Metro Flight Service, Inc.	Florida	P98000022528

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 March 16, 2007.

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 March 16, 2007.

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

(Attach additional sheets if necessary)

FILED
07 MAY - 1 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

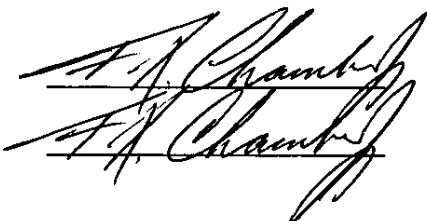
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

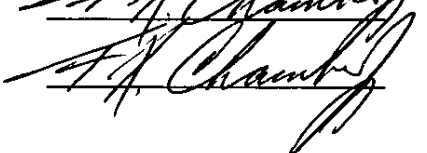
Typed or Printed Name of Individual & Title

Metro Flight Services Virginia, Inc.



Chairman of the Board

Metro Flight Service, Inc.



Chairman of the Board

**ARTICLES OF MERGER OF
METRO FLIGHT SERVICES, INC. AND METRO FLIGHT SERVICES VIRGINIA, INC.**

The undersigned corporation(s), pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute(s) the following articles of merger and set(s) forth:

ONE

The Plan of Merger is as follows:

1. Metro Flight Services, Inc., a Florida corporation, and Metro Flight Services Virginia, Inc., a Virginia corporation, will merge;
2. The surviving entity of the foregoing merger will be Metro Flight Services Virginia, Inc., a Virginia corporation;
3. A single entity is the sole shareholder of both entities being merged and all shares of the surviving entity will be issued to that shareholder;
4. The articles of incorporation of Metro Flight Services Virginia, Inc. will be amended to change the name of that entity to Metro Flight Services, Inc.

TWO

1. The plan of merger was adopted by unanimous consent of the sole shareholder of each party to the merger.

The undersigned chairman of the board for each party to the merger declares that the facts herein stated are true as of April 18, 2007.

METRO FLIGHT SERVICES, INC.

By: 

Francis X. Chambers, Jr.
Chairman of the Board

METRO FLIGHT SERVICES VIRGINIA, INC.

By: 

Francis X. Chambers, Jr.
Chairman of the Board