



THE UNITED STATES  
CORPORATION  
COMPANY

P98000054431

ACCOUNT NO. : 072100000032

REFERENCE : 864362 8739A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : June 22, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 864362-005

CUSTOMER NO: 8739A

*Merger*

CUSTOMER: Jonathan Shepard, Esq  
Siegel Lipman Dunay & Shepard,  
Suite 801  
5355 Town Center Road  
Boca Raton, FL 33486

900002567569--6

ARTICLES OF MERGER

VALLEY AIR SERVICES, INC.  
(PA)

INTO

VALLEY AIR SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*DDK*  
*6/23/98*

FILED  
98 JUN 22 AM 11:31  
RECEIVED  
98 JUN 22 AM 11:26  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

VALLEY AIR SERVICES, INC., a Pennsylvania corporation not authorized to  
transact business in Florida

,

INTO

**VALLEY AIR SERVICES, INC.**, a Florida corporation, P98000054431.

File date: June 22, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**(Florida)**  
**OF**  
**VALLEY AIR SERVICES, INC., a Pennsylvania corporation**  
**INTO**  
**VALLEY AIR SERVICES, INC., a Florida corporation,**

FILED  
98 JUN 22 AM 11:31  
SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Corporation Business Act, hereby execute the following Articles of Merger:

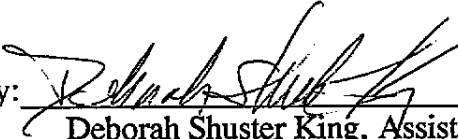
**FIRST:** The Plan of Merger is set forth in full as Exhibit "A" attached hereto and made a part hereof.

**SECOND:** The effective date of these Articles of Merger shall be 5:00 P.M., June 22, 1998.

**THIRD:** The Plan of Merger attached hereto as Exhibit "A" was adopted by the Boards of Directors of Valley Air Services, Inc., a Pennsylvania corporation, and Valley Air Services, Inc., a Florida corporation, on June 17, 1998, and by the shareholders of Valley Air Services, Inc., a Pennsylvania corporation, on June 17, 1998. No vote of the shareholders of Valley Air Services, Inc., a Florida corporation, was required.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of June 19, 1998, by each of the parties hereto.

VALLEY AIR SERVICES, INC., a Pennsylvania corporation

By:   
Deborah Shuster King, Assistant Secretary

VALLEY AIR SERVICES, INC., a Florida corporation

By:   
Deborah Shuster King, Assistant Secretary

# EXHIBIT

A

## PLAN OF MERGER

This Plan of Merger is entered into as of June 19, 1998, between Valley Air Services, Inc., a Pennsylvania corporation ("Valley Air PA") and Valley Air Services, Inc., a Florida corporation ("Surviving Corporation").

In consideration of the mutual covenants herein, and intending to be legally bound hereby, the parties agree as follows:

1. On the Effective Date and the Effective Time, Valley Air PA shall be merged with and into the Surviving Corporation, which shall continue as the Surviving Corporation under the laws of the State of Florida and the Commonwealth of Pennsylvania. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner of converting the shares of capital stock of Valley Air PA into shares of the capital stock of the Surviving Corporation, are set forth in this Plan of Merger. As utilized throughout this Plan of Merger, the term "Effective Date" shall mean June 22, 1998, and the Effective Time shall mean 5:00 P.M. EDT.

2. The corporate existence, registered office in Florida, Articles of Incorporation and bylaws of the Surviving Corporation shall be unaffected by the merger.

3. The directors and officers of Valley Air PA shall, upon the Effective Date, be elected as, and shall serve, as directors and officers of the Surviving Corporation until their successors are elected and shall qualify.

4. The number of authorized shares of the Surviving Corporation shall be unaffected by the merger.

5. On the Effective Date and at the Effective Time, the 12,000 issued and outstanding shares of capital stock of Valley Air PA, shall be converted into 12,000 shares of capital stock of the Surviving Corporation.

6. On the Effective Date, or as soon thereafter as possible, the shareholders of Valley Air PA shall surrender all certificates which theretofore represented all of the issued and outstanding shares of the capital stock of Valley Air PA to the Surviving Corporation for cancellation and upon such surrender shall receive in exchange therefor certificates representing the number of shares of common capital stock of the Surviving Corporation into which the same shall have been converted as set forth above.

7. On the Effective Date and at the Effective Time, the stock transfer books of Valley Air PA shall be and shall be deemed to be closed and no transfer of shares of the capital stock of Valley Air PA shall thereafter be made, effected or consummated.

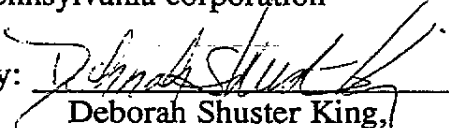
8. On the Effective Date and at the Effective Time, (a) the separate existence of Valley Air PA shall cease; (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Valley Air PA; (c) all the property, real, personal and mixed, and franchises of Valley Air PA and all debts due on whatever account to it shall be taken and deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds; (d) all such rights, privileges, powers and franchises, and all and every other interest of Valley Air PA shall be thereafter the property of the Surviving Corporation; (e) the title to and interest in any real estate vested by deed, lease or otherwise in Valley Air PA shall not revert or be impaired; and (f) the officers or directors of Valley Air PA shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges and franchisees, and otherwise to carry out the purposes of this Plan of Merger.

9. Any number of counterparts of this plan of merger may be executed, each of which shall be deemed to be an original, but all of which taken together shall constitute but one instrument.

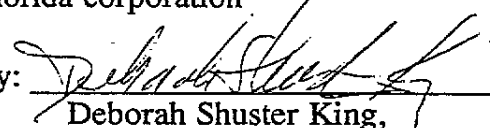
10. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida without regard to otherwise applicable conflicts of laws.

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties have caused this Plan of Merger to be executed by their duly authorized officers.

VALLEY AIR SERVICES, INC., a  
Pennsylvania corporation

By:   
Deborah Shuster King,  
Assistant Secretary

VALLEY AIR SERVICES, INC., a  
Florida corporation

By:   
Deborah Shuster King,  
Assistant Secretary