

P98000067289

GERRY, FRIEND & SAPRONOV, LLP

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FILED
98 AUG 13 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 4, 1998

via OVERNIGHT DELIVERY

Florida Department of State
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

200002608052--1
-08/05/98-01068-010
*****70.00 *****70.00

RE: Merger of Business Travel, Inc. and BTI Acquisition Corporation

Dear Sir or Madam:

Enclosed for your records are the original and one (1) copy of the Articles and Plan of Merger (the "Articles") providing for the merger of Business Travel, Inc. into BTI Acquisition Corporation. Also, enclosed is a check in the amount of \$70.00 which represents the filing fee.

It is our understanding that neither company is required to publish notice of the merger in Florida.

Please contact the undersigned with any comments or questions.

W980000017819

Very truly yours,


Amy L. Meyerson

ALM/bw
Enc.

Merger - N.C.
8-13-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

BUSINESS TRAVEL, INC., a Georgia corporation, not qualified

INTO

BTI ACQUISITION CORP. which changed its name to

FLORIDA BUSINESS TRAVEL, INC., a Florida corporation, P98000067289.

File date: August 13, 1998

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1998

GERRY, FRIEND & SAPRONOV, LLP
AMY L. MEYERSON
THREE RAVINIA DR., STE. 1450
ATLANTA, GA 30346-2131

SUBJECT: BTI ACQUISITION CORP.
Ref. Number: P98000067289

We have received your document for BTI ACQUISITION CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name "Business Travel, Inc." you are wishing to change your merged corporations name to, is not going to be available. As you can see by the enclosed printout, we already have an active corporation with the same name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00041057

GERRY, FRIEND & SAPRONOV, LLP

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EMAIL: gfslaw@gfslaw.com

August 11, 1998

VIA OVERNIGHT DELIVERY

Ms. Cheryl Coulliette
Florida Department of State
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

RE: Merger of Business Travel, Inc. and BTI Acquisition Corp.
Ref. Number P98000067289

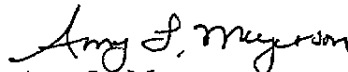
Dear Ms. Coulliette:

Thank you for your letter dated August 6, 1998. Enclosed for your records are the original and one (1) copy of the revised Articles and Plan of Merger (the "Articles") providing for the merger of Business Travel, Inc. into BTI Acquisition Corp. A check in the amount of \$70.00 in payment of the filing fee was previously forwarded to you on August 4, 1998.

It is our understanding that neither company is required to publish notice of the merger in Florida.

Please contact the undersigned with any comments or questions.

Very truly yours,


Amy L. Meyerson

ALM/ar
Enclosures

corp\esc\aic\sos4.ltr

ARTICLES AND PLAN OF MERGER OF
BUSINESS TRAVEL, INC.

INTO

BTI ACQUISITION CORP.

FILED
98 AUG 13 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with Georgia Statutes Sections 14-2-1101, 14-2-1105, and 14-2-1105.1 and Florida Statutes Sections 607.1101 and 607.1105, hereby adopt the following Articles and Plan of Merger:

ARTICLE I

The parties to the Articles and Plan of Merger are BUSINESS TRAVEL, INC., a Georgia corporation (hereinafter "BTI"), and BTI ACQUISITION CORP., a Florida corporation (hereinafter "BTIAC").

ARTICLE II

The parties agree to effect this Merger.

ARTICLE III

The corporation to survive the Merger is BTIAC, a Florida corporation, and BTI, a Georgia corporation, will cease to exist following the Merger.

ARTICLE IV

The manner and basis of converting the shares of BTI into shares of Aviation Industries Corporation, parent company of BTIAC ("AIC"), is as follows: all of the issued and outstanding shares of capital stock of BTI shall be converted into the right to receive (i) shares of AIC common stock (the "AIC Shares"), par value \$.001 per share ("Common Stock"), which have not been registered under the Securities Act of 1933, as amended, valued at \$900,000, based upon the average closing bid price for such Common Stock over the five trading days preceding the merger; (ii) \$300,000, payable in cash, certified check or wire transfer, payable at the closing of the merger to BTI's parent company, ESC Enterprises, Inc. ("ESC"); (iii) an amount equal to the excess of cash and accounts receivable of BTI as of July 31, 1998, over the amount of BTI's trade payables as of July 31, 1998, such amount to be paid to ESC only to the extent actually collected by the Surviving Corporation and to be payable within 30 days of collection; and (iv) an amount equal to overrides payable on business conducted by BTI prior to the closing date of the merger,

such amount to be paid to ESC only to the extent actually collected by BTIAC and to be payable within thirty days of collection.

ARTICLE V

No amendment to the Articles of Incorporation of BTI are effected by this Merger. Article I of the Articles of Incorporation of BTIAC hereby are amended as follows:

"ARTICLE I

The name of the corporation is: FLORIDA BUSINESS TRAVEL, INC."

ARTICLE VI

The principal offices of BTIAC are located at 888 E. Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301. Neither party to the Merger owns property, the title to which could be affected by the recording of an instrument among the land records.

ARTICLE VII

These Articles and Plan of Merger were duly adopted and approved by the Boards of Directors and all of the Shareholders of BTI and BTIAC, respectively, in each case by Written Consent of all Directors and all Shareholders in Lieu of a Special Meeting dated July 29, 1998.

ARTICLE VIII

The Plan of Merger is as follows:

1. Article I of the Articles of Incorporation of BTIAC, as in effect on the effective date of this Merger, will be amended to read as follows:

"ARTICLE I

The name of the corporation is: FLORIDA BUSINESS TRAVEL, INC."

but otherwise will continue in full force and effect as the Articles of Incorporation of the surviving corporation.

2. BTIAC reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

3. The Bylaws of BTIAC, as such Bylaws exist on the effective date of the Merger, will remain and be the Bylaws of the surviving corporation until altered, amended or repealed, or until new Bylaws are adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by applicable law.

4. The manner and basis of converting the shares of BTI into shares of Aviation Industries Corporation, parent company of BTIAC ("AIC"), is as follows: all of the issued and outstanding shares of capital stock of BTI shall be converted into the right to receive (i) shares of AIC common stock (the "AIC Shares"), par value \$.001 per share ("Common Stock"), which have not been registered under the Securities Act of 1933, as amended, valued at \$900,000, based upon the average closing bid price for such Common Stock over the five trading days preceding the merger; (ii) \$300,000, payable in cash, certified check or wire transfer, payable at the closing of the merger to BTI's parent company, ESC Enterprises, Inc. ("ESC"); (iii) an amount equal to the excess of cash and accounts receivable of BTI as of July 31, 1998, over the amount of BTI's trade payables as of July 31, 1998, such amount to be paid to ESC only to the extent actually collected by the Surviving Corporation and to be payable within 30 days of collection; and (iv) an amount equal to overrides payable on business conducted by BTI prior to the closing date of the merger, such amount to be paid to ESC only to the extent actually collected by BTIAC and to be payable within thirty days of collection.

5. On the effective date of the Merger, the separate existence of BTI will cease (except to the extent continued by statute), and all of its property, rights, privileges and franchises, of whatsoever nature and description, will be transferred to, vested in and devolved upon BTIAC without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by BTIAC to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of BTI by the last acting officers thereof, or by the corresponding officers of BTIAC.

6. The effective date of the Merger will be the earlier of August 3, 1998, and the date when these Articles and Plan of Merger are accepted for filing by the Department of State of the State of Florida and the Secretary of State of the State of Georgia.

7. BTIAC hereby undertakes to request publication of a notice of filing the articles or certificate of merger and payment therefor will be made as required by Georgia Code Section 14-2-1105.1(b).

8. No later than the next business day after filing the articles of merger, BTIAC will mail or deliver to the publisher of a newspaper which is the official organ of the county where the registered office of BTI was located prior to the merger, or which is a newspaper of general circulation published within such county whose most recently published annual statement of ownership and circulation reflects a minimum of 60 percent paid circulation, a request to publish a notice in substantially the following form:

NOTICE OF MERGER

Notice is given that articles of merger that will effect a merger by Business Travel, Inc., a Georgia corporation, with BTI Acquisition Corp., a Florida corporation, have been delivered to the Secretary of State for filing in accordance with the Florida Business Corporation Code. The name and address of the surviving corporation as a result of the merger is: BTI Acquisition Corp., 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301. The address of the registered agent of BTI Acquisition Corp. is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 and the registered agent at such address is: South Florida Registered Agents, Inc.

ARTICLE IX

These Articles of Merger will be effective upon the earlier of August 3, 1998 or upon filing.

Date: August 3, 1998

BUSINESS TRAVEL, INC
("BTI")

By: _____

Steven R. Wilson
President

BTI ACQUISITION CORP.
("BTIAC")

By: _____

William Forhan
Chief Executive Officer