

P98000074506

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MERGER OR SHARE EXCHANGE

GIA Holdings Corp, Inc.

Certificate of Status	0
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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)
<u>GIA Holdings Corp., Inc.</u>	<u>Delaware</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>G-Air Holdings Corp.</u>	<u>Florida</u>	<u>P98000074506</u>
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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 January 31, 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 .

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 31, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

G-Air Holdings Corp.,

Thomas P. Cooper

Thomas P. Cooper, Vice President and Secretary

GIA Holdings Corp., Inc.

Thomas P. Cooper

Thomas P. Cooper, Vice President and Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Delaware

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Except as provided in subsection (b) directly below, each issued and outstanding share of G-Air Holdings Corp. (the "Shares") shall be canceled and become the right to receive in cash, without interest, \$0.18. As of the Effective Time of the merger (the "Effective Time"), all such Shares shall be canceled, and when so canceled, shall no longer be outstanding and shall automatically be retired and shall cease to exist, and each holder of the certificate representing any such Shares shall cease to have any rights with respect thereto, except the right to receive \$0.18 per share without interest.

(b) Each Share owned by Gulfstream Acquisition Group, Inc. shall each be converted into 0.000001 shares of the common stock of GIA Holdings Corp., Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: