

P98000092109

Florida Department of State
Division of Corporations
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To:

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RESUBMIT
Please give original submission date as file date.

Heather X2908

MERGER OR SHARE EXCHANGE

Aero Molding & Machining, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 078 |
| Estimated Charge | \$70.00 |

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2008 DEC 31 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 DEC 29 AM 10:12

FILED

Merger
1/5/09

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Help

Resending - this was sent on 12/29 (see attached) but am afraid it was lost because this has not been filed. Please give 12/29 file date with active date. Thanks

DEC 31 2008 3:04PM C S C 8/1 12/31/08



December 31, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AERO MOLDING & MACHINING, INC.
1 LAWTON STREET
YONKERS, NY 10705

SUBJECT: AERO MOLDING & MACHINING, INC.
REF: P98000092109

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000280871
Letter Number: 408A00062088

P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
OF
AERO MOLDING & MACHINING, INC.
WITH AND INTO
KIMBER MFG., INC.

FILED
08 DEC 29 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being 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 are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------|---------------------|------------------------|
| Kimber Mfg., Inc. | Delaware | 2657975 |

SECOND: The name and jurisdiction of the merging corporation are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------|---------------------|------------------------|
| Aero Molding & Machining, Inc. | Florida | P98000092109 |

THIRD: Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger").

FOURTH: The merger shall become effective on December 31, 2008.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors pursuant to a written consent dated December 22, 2008 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the sole shareholder of the merging corporation pursuant to a written consent dated December 22, 2008.

12-31-08

SEVENTH: Signatures for each corporation:



| <u>Name of Corporation</u> | <u>Signature</u> | <u>Name and Title</u> |
|--------------------------------|--|------------------------------|
| Aero Molding & Machining, Inc. |  | Leslie Edelman, President |
| Kimber Mfg., Inc. |  | Leslie Edelman, President |

EXHIBIT A
Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "*Plan of Merger*"), dated as of December 22, 2008, by and between Kimber Mfg., Inc., a Delaware corporation ("*Kimber*"), and Aero Molding & Machining, Inc., a Florida corporation ("*Aero*").

FIRST: Aero shall merge with and into Kimber (the "*Merger*"), and Kimber shall succeed to the assets, and assume the liabilities and obligations, of Aero.

SECOND: The Merger shall become effective on December 31, 2008 (the "*Effective Time*").

THIRD: The separate existence of Aero shall cease at the Effective Time, pursuant to the laws of the State of Florida, and Kimber shall continue its existence as the surviving corporation (the "*Surviving Corporation*"), pursuant to the laws of the state of Delaware.

FOURTH: The sole stockholder of Aero has waived any requirement of Aero to mail to it a copy of this Plan of Merger.

FIFTH: One hundred percent of the presently issued and outstanding shares of capital stock of Aero shall be surrendered by the sole stockholder of Aero and cancelled at the Effective Time. No shares of stock of the Surviving Corporation shall be issued in exchange therefor.

SIXTH: At the Effective Time, by virtue of the Merger, each share of Kimber which is authorized but unissued, outstanding or held in treasury immediately prior to the Effective Time shall be an identical authorized but unissued, outstanding or treasury share, respectively, of the Surviving Corporation.

SEVENTH: No shares of Kimber or Aero, and no shares, securities or obligations convertible into such shares, are to be issued or delivered under this Plan of Merger.

EIGHTH: The Certificate of Incorporation of Kimber (the "*Certificate of Incorporation*") shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time. No changes or amendments shall be made to the Certificate of Incorporation of Kimber because of the Merger.

NINTH: The by-laws of Kimber (the "*By-laws*") shall be the by-laws of the Surviving Corporation at the Effective Time.

TENTH: The directors and officers of Kimber shall be the directors and officers of the Surviving Corporation and shall serve until their successors are qualified and elected, or as pursuant to the Certificate of Incorporation and By-laws.


ELEVENTH: Pursuant to Section 251 of the DGCL, this Plan of Merger was adopted by the unanimous written consent of the board of directors of Kimber.

TWELFTH: Pursuant to Section 607.1101 of the FBCA, this Plan of Merger was (a) adopted by the written consent of the sole director of Aero; and (b) approved by the written consent of the sole stockholder of Aero.

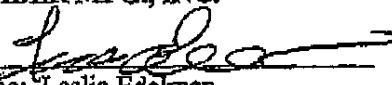
THIRTEEN: Kimber hereby agrees that, at and upon the Effective Time, (a) the Secretary of State of the State of Florida shall be appointed its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Aero, and does hereby specify the following address without Florida to which a copy of such process shall be mailed by the Secretary of State of Florida: Kimber Mfg., Inc., 1 Lawton Street, Yonkers, New York, 10705, Attention: Corporate Secretary; (b) Kimber will promptly pay to the dissenting shareholders of Aero the amount, if any, to which they are entitled pursuant to Section 607.1302 of the FBCA.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

**AERO MOLDING & MACHINING,
INC.**

By: 
Name: Leslie Edelman
Title: President

KIMBER MFG., INC.

By: 
Name: Leslie Edelman
Title: President

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