

Division of Corporations

99900003022, Page 1

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

AIRCRAFT BROKERS, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
AIRCRAFT BROKERS, INC.  
AND  
J.P. AIR CHARTER, INC.

EFFECTIVE DATE

12/31/03

To the Department of State  
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent corporation herein named do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Aircraft Brokers, Inc., a Florida corporation ("Merging Corporation"), with and into J.P. Air Charter, Inc., a California corporation ("Surviving Corporation"), as approved by the Board of Directors of Merging Corporation on December 22, 2003 by written consent and as approved by the Board of Directors of Surviving Corporation on December 22, 2003 by written consent.
2. The merger of Merging Corporation with and into Surviving Corporation is permitted by the laws of the jurisdiction of Surviving Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Surviving Corporation was December 22, 2003.
3. Approval of 100% of the outstanding shares of Merging Corporation was obtained.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on December 31, 2003.

[SIGNATURES BEGIN ON NEXT PAGE]

Executed on December 22, 2003

AIRCRAFT BROKERS, INC.,  
a Florida corporation

By:   
James Previti, President

By:   
Larry R. Day, Secretary

J.P. AIR CHARTER, INC.,  
a California corporation

By:   
James Previti, President

By:   
Larry R. Day, Secretary

## PLAN OF MERGER

1. J.P. Air Charter, Inc., which is a business corporation of the State of California and is the parent corporation and the owner of all of the outstanding shares of Aircraft Brokers, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Aircraft Brokers, Inc. into J.P. Air Charter, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provision of the laws of the jurisdiction of organization of J.P. Air Charter, Inc.

2. The separate existence of Aircraft Brokers, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and J.P. Air Charter, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Aircraft Brokers, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of J.P. Air Charter, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.