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MERGER OR SHARE EXCHANGE

SOUTHLAND AVIATION CORPORATION

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Merger

12/11/02

DC

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

TRICOR DEVELOPMENT CORPORATION, a North Carolina corporation not  
authorized to transact business in Florida.

INTO

**SOUTHLAND AVIATION CORPORATION**, a Florida entity, P99000082897.

File date: December 11, 2002

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 11, 2002

SOUTHLAND AVIATION CORPORATION  
100 EAST SYBELLIA AVENUE #225  
MAITLAND, FL 32751

SUBJECT: SOUTHLAND AVIATION CORPORATION  
REF: P99000062697

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.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

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Darlene Connell  
Document Specialist

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**ARTICLES OF MERGER OF TRICOR DEVELOPMENT CORPORATION  
WITH AND INTO  
SOUTHLAND AVIATION CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of Tricor Development Corporation, a North Carolina corporation ("Tricor"), with and into Southland Aviation Corporation, a Florida corporation ("Southland") with Southland being the surviving entity, is set forth below:

1. Tricor shall merge with and into Southland, with Southland as the surviving entity.

2. Upon the consummation of the merger of Tricor with and into Southland, the separate existence of Tricor shall cease. Southland, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Southland shall not be affected by the merger and upon the merger, Southland, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Tricor, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Tricor, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Tricor, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Tricor, shall henceforth attach to Southland and may be enforced against Southland to the same extent as if such obligations and duties had been incurred by Southland. Additionally, any existing claim or action or proceeding pending by or against Tricor or Southland may be continued as if the merger did not occur or Southland may be substituted in such proceedings for Tricor.

3. The manner and basis of converting the shares of Tricor into ownership of Southland are as follows:

a. At the effective date of the merger, all ownership and economic interests of Southland issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Tricor, issued and outstanding shall be converted into three (3) shares of \$.01 par value common stock in Southland. The total consideration that each shareholder

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of Tricor shall receive for his thirty-three and 33/100 (33.33) shares of outstanding \$1.00 par value common stock of Tricor shall be one hundred (100) shares of \$.01 par value common stock of Southland.

3. The Articles of Incorporation of Southland in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Southland.

4. Shareholders of Tricor, who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger of Tricor with and into Southland pursuant to Section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of the General Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

5. The effective date of the merger shall be as of the filing of these Articles of Merger with the Florida Department of State.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated the 11th day of December, 2002.

DATED this 11th day of December, 2002.

TRICOR DEVELOPMENT CORPORATION

By:   
Marc L. Hagle, President

SOUTHLAND AVIATION CORPORATION

By:   
Marc L. Hagle, President

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