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Florida Department of State  
Division of Corporations  
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*merger*

MERGER OR SHARE EXCHANGE  
CARGO AIRCRAFT MANAGEMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
727 AIRCRAFT ONE, INC. AND  
DC-8 AIRCRAFT ONE, INC.  
WITH AND INTO  
CARGO AIRCRAFT MANAGEMENT, INC.

The following articles of merger are being submitted in accordance with Section 607.1104, Florida Statutes:

**FIRST:** The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cargo Aircraft Management, Inc.	Florida	P99000083274

**SECOND:** The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
727 Aircraft One, Inc.	Florida	P04000065372
DC-8 Aircraft One, Inc.	Florida	P06000086041

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on:

☐ the date these Articles of Merger are filed with the Florida Department of State  
OR

☒ December 30, 2009

(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.

**FIFTH:** Adoption of Merger by surviving corporation.

☐ the Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_

OR

☒ the Plan of Merger was adopted by the board of directors of the surviving corporation on December 24, 2009 and shareholder approval was not required.

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**SIXTH:** Adoption of Merger by merging corporation.

☐ the Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_

OR

☒ the Plan of Merger was adopted by the board of directors of the surviving corporation on December 24, 2009 and shareholder approval was not required.

**SEVENTH:** Signatures for each corporation

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>Cargo Aircraft Management, Inc.</u>		Joseph C. Hete <u>President</u>
<u>727 Aircraft One, Inc.</u>		Joseph C. Hete <u>President</u>
<u>DC-8 Aircraft One, Inc.</u>		Joseph C. Hete <u>President</u>

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**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.

**FIRST:** The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cargo Aircraft Management, Inc.	Florida

**SECOND:** The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
727 Aircraft One, Inc.	Florida
DC-8 Aircraft One, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

The merging corporations shall be merged with and into the surviving corporation, and the separate existence of each merging corporation shall cease as of the effective date of this Plan of Merger. The surviving corporation shall retain the name of "CARGO AIRCRAFT MANAGEMENT, INC." after the merger. As of the effective date of this Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers and franchises of each merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of each merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving corporation shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving party without change, subject to the provisions of the Articles of Incorporation and Bylaws of the surviving party and the laws of the State of Florida.

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A)

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the shareholders of each merging party or the shareholders of the surviving party, all of the issued and outstanding certificates representing shares of stock in each merging party shall be cancelled. Certificates representing ownership of shares of stock in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

**FIFTH:** The shareholders of each merging corporation, who, except for the applicability of Section 607.1104, Florida Statute, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statute, may be entitled, if they company with the provisions of this act regarding appraisal rights, to be paid the fair value of their shares.