

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

S07136

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****367.50 ****122.50

Stanford Aerospace Group, Inc

Name	
Availability	4/17/98
Document Examiner	Don
Updater	Don
Update Verifier	Don
Acknowledgement	Don
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File 1st

*00789, 00524

Signature _____

Requested by: _____

Name _____

4-17-98

Date

8:30

Time

Walk-In _____

Will Pick Up _____

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 APR 17 PM 4 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 17 AM 9:05
DIVISION OF CORPORATION

00544 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

STANFORD AEROSPACE GROUP, INC., a Florida corporation P98000032261

INTO

RTE ACQUISITION CORPORATION, a Florida corporation, S07136

File date: April 17, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: RTE ACQUISITION CORPORATION
Ref. Number: S07136

We have received your document for RTE ACQUISITION CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date of adoption in Article II (paragraph A & B).

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 198A00020749

RECEIVED
98 APR 17 PM 3:25
DIVISION OF CORPORATIONS

Corrected

STATE OF FLORIDA
ARTICLES OF MERGER

OF

STANFORD AEROSPACE GROUP, INC.
A FLORIDA CORPORATION

INTO

RTE ACQUISITION CORPORATION
A FLORIDA CORPORATION

FILED
98 APR 17 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

ARTICLE I

PARTIES. Stanford Aerospace Group, Inc., a Florida corporation and the sole shareholder of the outstanding capital stock of RTE Acquisition Corporation, and RTE Acquisition Corporation, a Florida corporation, have agreed to a merger (the "Plan of Merger") whereby Stanford Aerospace Group, Inc. will merge with and into RTE Acquisition Corporation and the shareholders of Stanford Aerospace Group, Inc. will receive pro rata all of the outstanding shares of RTE Acquisition Corporation. RTE Acquisition Corporation is the surviving corporation and Stanford Aerospace Group, Inc. is the disappearing corporation as it will merge into RTE Acquisition Corporation.

ARTICLE II

ADOPTION. A. The Plan of Merger was approved by the board of directors and, pursuant to Section 607.0704 of the Florida Business Corporation Act, by the shareholders of Stanford Aerospace Group, Inc. on April 16, 1998.

B. The Plan of Merger was adopted by the board of directors and, pursuant to Section 607.0704 of the Florida Business Corporation Act, by the shareholders of RTE Acquisition Corporation on April 16, 1998.

ARTICLE III

EFFECTIVE DATE. The merger will become effective on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE IV

PLAN OF MERGER. The Plan of Merger provides for an exchange of shares in the corporations party to the merger effected in the following manner: All of the shares of Stanford Aerospace Group, Inc. will be surrendered to RTE Acquisition Corporation and all shares so acquired shall be extinguished by virtue of the merger. The articles of incorporation of RTE Acquisition Corporation, as the surviving corporation, will not differ (except for amendments enumerated in Section 607.1002 of the Florida Business Corporation Act) from its articles before the merger. Thereupon, all of the outstanding shares of RTE Acquisition Corporation will be issued to the former holders of all of the outstanding shares of Standard Aerospace Group, Inc.

DATED: ... this 16 day of April, 1998.

STANFORD AEROSPACE GROUP, INC.

By: _____

Name: Scott Dunn
Title: Vice President

RTE ACQUISITION CORPORATION

By: _____

Name: Scott Dunn
Title: Vice President