

ANANIA  
BANDKLAYDER & BLACKWELL  
ATTORNEYS AT LAW

NATIONS BANK TOWER, SUITE 3300  
100 SOUTHEAST SECOND STREET  
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA  
DANIEL K. BANDKLAYDER  
MAURICE J. BAUMGARTEN  
DONALD A. BLACKWELL  
ORLANDO D. CABEZA  
M. CATHERINE HITE  
AMY MARCUS-HOLLUB  
LAUREN D. LEVY  
SHERRI L. MULLINS  
DOUGLAS H. STEIN  
ROBERTO A. TORRICELLA, JR.

DAVID A. SCHWARTZ  
OF COUNSEL

596943  
FILED  
98 SEP 11 PM 4:42  
TALLAHASSEE, FLORIDA  
TELEPHONE (305) 373-4900  
FACSIMILE (305) 373-6914  
E-Mail: anania@cofs.com

September 9, 1998

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

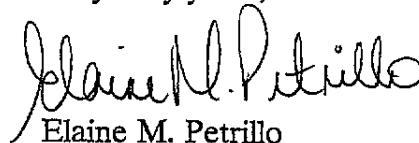
700002638107--2  
-09/14/98--01054--002  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Merger of Aircraft 49402, Inc., a Florida corporation and Twin Jet Leasing, Inc., a Florida corporation**

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Merger and Agreement and Plan of Merger in connection with the above-captioned matter. Our check in the amount of \$122.50, representing a \$35.00 fee for each corporation, along with \$52.50 for certified copies, is included as payment of the requisite fees. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,



Elaine M. Petrillo  
Legal Assistant

/emp  
Encl.

SEP 22 1998

Merger  
VS

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AIRCRAFT 49402, INC., a Florida corporation, P95000051688

,

INTO

**TWIN JET LEASING, INC.**, a Florida corporation, S96943

File date: September 14, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER  
MERGING  
AIRCRAFT 49402, INC., a Florida corporation ("49402"),  
WITH AND INTO  
TWIN JET LEASING, INC., a Florida corporation ("Twin Jet")**

FILED  
98 SEP 14 PM 4: 4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger have been prepared in accordance with Section 607.1101 et. seq. of the Business Corporation Act of the State of Florida. All capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Agreement and Plan of Merger.

1. **Plan of Merger.** The Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof.
2. **Effective Date.** The Effective Date of the Merger shall be June 10, 1998.
3. **Adoption of Plan of Merger.** The Agreement and Plan of Merger was approved and adopted by the respective boards of directors and shareholders of 49402 and Twin Jet as of June 10, 1998.

**AIRCRAFT 49402, INC.,  
a Florida corporation**

By:   
Stuart L. Cauff, President

By:   
Wayne D. Lippman, Secretary

**TWIN JET LEASING, INC.,  
a Florida corporation**

By:   
Stuart L. Cauff, President

By:   
Wayne D. Lippman, Secretary

STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Stuart L. Cauff, as President of Aircraft 49402, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN  
Print Name:

My commission expires:

STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Wayne D. Lippman, as Secretary of Aircraft 49402, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN  
Print Name:

My commission expires:

STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Stuart L. Cauff, as President of Twin Jet Leasing, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

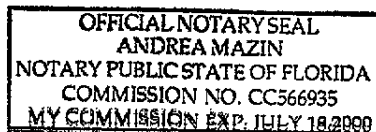
Andrea Mazin  
Notary Public

ANDREA MAZIN

Print Name:

My commission expires:

STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.



Personally appeared the above-named Wayne D. Lippman, as Secretary of Twin Jet Leasing, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN

Print Name:

My commission expires:

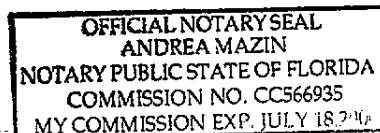


EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
MERGING  
AIRCRAFT 49402, INC., a Florida corporation,  
WITH AND INTO  
TWIN JET LEASING, INC., a Florida corporation**

This Agreement and Plan of Merger has been prepared in accordance with Section 607.1101 et. seq. of the Business Corporation Act of the State of Florida.

1. **Surviving Corporation.** Aircraft 49402, Inc., a Florida corporation ("49402"), shall be merged (the "Merger") with and into Twin Jet Leasing, Inc., a Florida corporation ("Twin Jet"). Twin Jet shall be the corporation surviving the Merger, and shall consent to service of process in Florida.
2. **Rights and Obligations.** As of the effective time and date of the Merger (the "Effective Date"), Twin Jet shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties and debt of 49402 and Twin Jet.
3. **Officers.** The officers of Twin Jet immediately prior to the Effective Date shall be the officers of Twin Jet as of and after the Effective Date, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.
4. **Directors.** The directors of Twin Jet immediately prior to the Effective Date shall be the directors of Twin Jet as of and after the Effective Date, and each of them shall hold such directorship until their respective successor is elected and qualified, or until their earlier resignation or removal.
5. **Bylaws.** The Bylaws of Twin Jet that are in effect immediately prior to the Effective Date shall be the Bylaws of Twin Jet as of and after the Effective Date.
6. **Exchange of Shares.** Wayne D. Lippman ("Lippman"), and Stuart L. Cauff ("Cauff") are the only shareholders of 49402, and as of the Effective Date, shall be the only shareholders of Twin Jet. Therefore, as of the Effective Date, (i) all of the outstanding shares of capital stock of 49402 shall be canceled, (ii) Lippman shall receive, as replacement for his shares of capital stock in 49402, Fifty (50) shares of common stock, par value One Dollar (\$1.00) per share, of Twin Jet, and (iii) Cauff shall receive, as replacement for his shares of capital stock in 49402, Fifty (50) shares of common stock, par value One Dollar (\$1.00) per share, of Twin Jet.

7. **Articles of Incorporation.** Other than Article Fourth of the Articles of Incorporation of Twin Jet, which shall be amended and restated as follows, the Articles of Incorporation of Twin Jet immediately prior to the Effective Date shall remain in full force and effect and shall be the Articles of Incorporation of Twin Jet as of and after the Effective Date:

**"FOURTH:** The number of shares that the corporation is authorized to issue is Two Hundred (200), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are to be Common shares."

This Agreement and Plan of Merger was adopted and approved by (i) the Board of Directors of 49402 by Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors, dated as of June 10, 1998, (ii) the Shareholders of 49402 by Unanimous Written Consent in Lieu of Special Meeting of the Shareholders, dated as of June 10, 1998, (iii) the Board of Directors of Twin Jet by Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors, dated as of June 10, 1998 and (iv) the Shareholders of Twin Jet by Unanimous Written Consent in Lieu of Special Meeting of the Shareholders, dated as of June 10, 1998.

**AIRCRAFT 49402, INC.,**  
**a Florida corporation**

By:   
**Stuart L. Cauff, President**

By:   
**Wayne D. Lippman, Secretary**

**TWIN JET LEASING, INC.,**  
**a Florida corporation**

By:   
**Stuart L. Cauff, President**

By:   
**Wayne D. Lippman, Secretary**

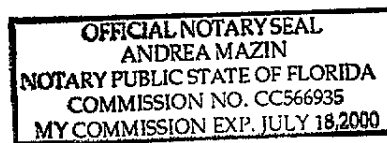
STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Stuart L. Cauff, as President of Aircraft 49402, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN  
Print Name:  
My commission expires:



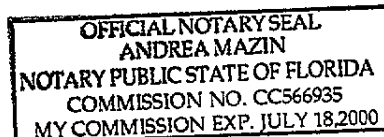
STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Wayne D. Lippman, as Secretary of Aircraft 49402, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN  
Print Name:  
My commission expires:





STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Stuart L. Cauff, as President of Twin Jet Leasing, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

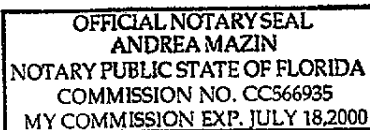
BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN

Print Name:

My commission expires:



STATE OF FLORIDA  
COUNTY OF MIAMI DADE, SS.

Personally appeared the above-named Wayne D. Lippman, as Secretary of Twin Jet Leasing, Inc., who acknowledged the foregoing instrument to be his free act and deed and in his capacity and the free act and deed of said corporation.

BEFORE ME, this 10<sup>th</sup> day of June, 1998.

Andrea Mazin  
Notary Public

ANDREA MAZIN

Print Name:

My commission expires:

