

Document Number Only

V48360

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002793144--9

-03/03/99--01039--023

*****70.00 *****70.00

Sextant Holdings Inc
into:

Sextant Aviation, Inc.

99 MAR -3 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

MAR 3 -

RECEIVED
99 MAR -3 AM 11:29
DIVISION OF CORPORATION

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SEXTANT HOLDINGS INC., a Delaware corporation

INTO

SEXTANT AVIONIQUE, INC., a Florida corporation, V48360.

File date: March 3, 1999

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
OF
SEXTANT HOLDINGS INC.
A Delaware Corporation
INTO
SEXTANT AVIONIQUE, INC.
A Florida Corporation

FILED
99 MAR -3 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Sextant Holdings Inc., is a corporation organized under the laws of the State of Delaware, owning 100% of the shares of Sextant Avionique, Inc., a corporation organized under the law of the State of Florida.

SECOND: The Plan of Merger attached hereto as Exhibit A was adopted by the board of directors of Sextant Holdings Inc., a Delaware corporation.

THIRD: The sole stockholder of the Sextant Avionique, Inc. waived the written mailing requirement.

FOURTH: The effective date of the merger is October 1, 1998.

Signed this 14th day of December, 1998.

SEXTANT HOLDINGS INC.
a Delaware Corporation

By: [Signature]
Name: WILLY MOSES
Title: Pres / CEO

SEXTANT AVIONIQUE, INC.
a Florida Corporation

By: [Signature]
Name: WILLY MOSES
Title: President / CEO

PLAN OF MERGER

1. Sextant Holdings Inc., a Delaware corporation ("Parent") will merge with and into Sextant Avionique, Inc., a Florida corporation ("Subsidiary") and Subsidiary will be the surviving corporation.

2. The manner and basis of converting the shares of Subsidiary are all of the shares currently held by Parent in Subsidiary will be canceled and the shares of the Parent shall be converted into shares of the survivor of the merger and as a result a new certificate for the same number of shares of Subsidiary as the survivor of the merger will be issued in favor of the sole stockholder of Parent. Additional shares of Subsidiary shall be issued to the sole stockholder of Parent to represent the value of other assets of Parent excluding the investment in Subsidiary (the "Other Assets"). The number of additional shares is calculated by dividing the net book value of the Other Assets of the Corporation by the stated value per share of the common stock of the Subsidiary. The difference due to rounding up the number of shares to the lower integer, will be allocated to additional paid in capital.

3. The stockholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting stockholders, to be paid the fair value of their shares.