

H85447

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
05 DEC -9 PM 2:30
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

VELOCITY AEROSPACE, INC.

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MERGER OR SHARE EXCHANGE

VELOCITY AEROSPACE, INC.

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12/12/2005 3:39

CT CORP
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PAGE 02/08



December 12, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VELOCITY AEROSPACE, INC.
3837 NORTHDAL EBLVD., STE 1070
TAMPA, FL 33624US

SUBJECT: VELOCITY AEROSPACE, INC.
REF: H85447

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain the date of adoption of the plan of merger by the shareholders or by the directors when no vote of the shareholder is required for the merging corporation. The document must be signed by the merging corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H05000282136
Letter Number: 305A00071503

Please backdate
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Dec. 9th!
Thanks

P.O. BOX 6327 - Tallahassee, Florida 32314

12/15/2005 12:18
850-205-0381

8502227615
12/9/2005 3:37

CT CORP
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Florida Dept of State



December 9, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

VELOCITY AEROSPACE, INC.
3837 NORTHDALD BLVD., STE 1070
TAMPA, FL 33624US

SUBJECT: VELOCITY AEROSPACE, INC.
REF: H85447

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain a statement that the merger was adopted by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

FAX Aud. #: H05000282136
Letter Number: 405A00071297

Please backdate
filing to:
Dec. 9th.
Thanks!

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Velocity Aerospace, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John D. Thomas
(Name of person)

Kenneth I Denos P.C.
(Name of firm/company)

11585 South State St, Suite 102
(Address)

Draper, Utah 84020
(City/state and zip code)

For further information concerning this matter, please call:

John D. Thomas at (801) 816-2536
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Velocity Aerospace, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Velocity Aerospace, Inc.	Nevada	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
 05 DEC -9 PM 2:31
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 9, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on November 9, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Velocity Aerospace, Inc.	/s/ Bill Saunders	Bill Saunders, President
Velocity Aerospace, Inc.	/s/ Andrew Eldefsen	Andrew Eldefsen, President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Velocity Aerospace, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Velocity Aerospace, Inc.	Nevada
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

The directors of Velocity Aerospace, Inc., a Florida corporation, are Andrew Edlefsen, Loran L. Swensen, Scott Swing, Michael L. Jones, Randall Labrum and David A. Lanmon. The officers of are Andrew Edlefsen- CEO, Scott Swing- Vice President, Michael L. Jones-CFO and Randall Labrum-Secretary.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each shareholder of Velocity Aerospace, Inc., a Nevada corporation received one share of common stock of Velocity Aerospace, Inc., a Florida corporation for every one share of common stock held of Velocity Aerospace, Inc., a Nevada

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: