

P04798

(Requestor's Name)

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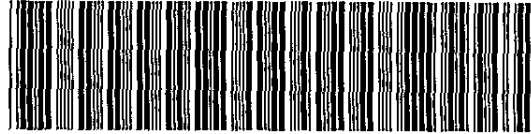
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ARTICLES OF MERGER

OF

FLORIDA ROTORCRAFT, INC. and TRAFFICOPTERS, INC.

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The following Articles of Merger are submitted in accordance with Indiana Code Section 23-1-40-5, and in accordance with Section 607.1105, Florida Statutes:

ARTICLE I

Surviving Corporation

The surviving corporation shall be TRAFFICOPTERS, INC., an Indiana corporation ("Surviving Corporation").

ARTICLE II

Merging Corporation

The merging corporation is FLORIDA ROTORCRAFT, INC., a Florid corporation ("Merging Corporation").

ARTICLE III

Plan of Merger

The Plan of Merger is attached hereto.

ARTICLE IV

Effective Date

The merger shall become effective on the date Articles of Merger are filed with both the Secretary of State of Indiana and the Secretary of State of Florida.

ARTICLE V

Approval of Surviving Corporation

The Plan of Merger was recommended to the shareholders of the Surviving Corporation by the Board of Directors of the Surviving Corporation on July 23, 2004, and was approved by the shareholders of the Surviving Corporation on July 23, 2004 by unanimous vote.

ARTICLE VI

Approval of Merging Corporation

The Plan of Merger was recommended to the shareholders of the Merging Corporation by the Board of Directors of the Merging Corporation on July 23, 2004, and was approved by the shareholders of the Merging Corporation on July 23, 2004 by unanimous vote.

ARTICLE VII

Articles of Incorporation of Surviving Corporation

The Articles of Incorporation of the Surviving Corporation shall not be modified or amended.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 19th day of August, 2004.

Surviving Corporation:

TRAFFICOPTERS, INC., an
Indiana corporation

By: Andrew J. Rogers
Its President

Dated: Aug 19 -, 2004

Merging Corporation:

FLORIDA ROTORCRAFT, INC., Florida
corporation

By: Mary Diane Rogers
Its President

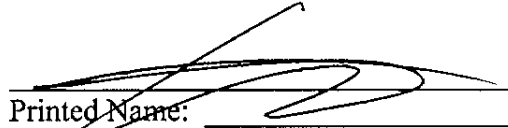
Dated: 8/19, 2004

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 19th day of August, 2004, by Randall Rogers, as President of Trafficopters, Inc., who is personally known to me or produced _____ as identification.



William C. McIntyre
Commission #DD195657
Expires: May 02, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

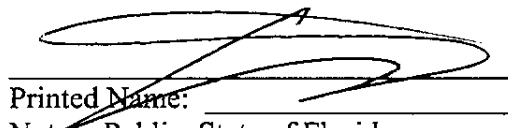

Printed Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 19th day of August, 2004, by Max B. Rogers, as President of Florida Rotorcraft, Inc., who is personally known to me or produced _____ as identification.



William C. McIntyre
Commission #DD195657
Expires: May 02, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Printed Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

PLAN OF MERGER
TRAFFICOPTERS, INC. and FLORIDA ROTORCRAFT, INC.

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and Indiana Code Section 23-1-40. Florida Rotorcraft, Inc., a Florida corporation ("Rotorcraft") shall merge with Trafficopters, Inc., an Indiana corporation ("Trafficopters").

1. The surviving corporation shall be Trafficopters.
2. The merging corporation shall be Rotorcraft.
3. Shares of stock of Rotorcraft shall be converted into shares of stock of Trafficopters on a 100 to 7 basis. Shareholders of Rotorcraft shall receive seven (7) shares of Trafficopters stock for each one hundred (100) shares of Rotorcraft stock he or she owns as of the date hereof. The Secretaries of each corporation shall accept shares of Rotorcraft and issue shares of Trafficopters in accordance with the foregoing.
4. All assets of Rotorcraft shall become assets of Trafficopters, and all liabilities of Rotorcraft shall be unconditionally assumed by Trafficopters.
5. This merger does not violate any agreements, guaranties, mortgages, notes, contracts or other obligations of either corporation, and does not violate the Articles of Incorporation or By-Laws of either corporation.
6. Trafficopters shall file Articles of Merger with the Secretary of State of Indiana and with the Secretary of State of Florida in accordance with the respective laws and statutes of those jurisdictions.
7. This Plan of Merger shall be submitted formally approved by the Boards of Directors of each corporation, and shall then be submitted to the shareholders of each

corporation for approval.

TRAFFICOPTERS, INC.

By: *Amelie S. Lopez*
Its President

Dated: *Aug, 19*, 2004

FLORIDA ROTORCRAFT, INC.

By: *Mary Grace Lopez*
Its President

Dated: *8/19*, 2004