

Filing Fee: \$100.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF MERGER OR CONSOLIDATION INTO

American Eagle Charters Corp.

(Insert full name of surviving or new corporation)

Pursuant to the provisions of Title 7, Chapter 1.1 of the General Laws, 1956, as amended, the undersigned corporations submit the following Articles of MERGER or CONSOLIDATION *(check one box only)* for the purpose of merging or consolidating them into one corporation.

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
10:18/ American Eagle Charters Corp.	Rhode Island
2:1 American Eagle, Inc.	Massachusetts

2. The laws of the State under which each corporation is organized permit such merger or consolidation.

3. The full name of the surviving or new corporation is American Eagle Charters Corp.
_____ which is to be governed by the laws of the State of Rhode Island

4. The attached Plan of Merger or Consolidation was approved by each corporation in the manner prescribed by the laws of the State under which each corporation is organized.

(Attach Plan of Merger or Consolidation)

5. If the surviving corporation's name has been amended via the merger, please state the new name:

6. As to each of the merging or consolidating corporations (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, in which event that fact shall be set forth) state below the total number of shares outstanding entitled to vote on the Plan, respectively, and if the shares of any class are entitled to vote on the Plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
American Eagle Charters Corp.	100		
American Eagle, Inc.	285		

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335

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BY J.B.H.
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7. As to each of the merging or consolidating corporations, state below the total number of shares voted for or against such Plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the Plan, respectively (except one whose shareholders are not required to approve the agreement under Section 7-1 1-67, in which event that fact shall be set forth):

Name of Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
American Eagle Charters Corp.	100	0			
American Eagle, Inc.	285	0			

8. If the surviving or new corporation is to be governed by the laws of a state other than Rhode Island, such surviving or new corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any domestic corporation against the surviving or new corporation, (b) irrevocably appoints the secretary of state of the State of Rhode Island as its agent to accept service of process in any proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

9. Date when merger or consolidation shall become effective Upon filing
 (not more than 30 days after the filing of these articles of merger or consolidation)

American Eagle Charters Corp.
 Corporate Name
 By [Signature]
 Signature of President or Vice-President
 and [Signature]
 Signature of Secretary or Assistant Secretary
 Dated 10.29.98

American Eagle, Inc.
 Corporate Name
 By [Signature]
 Signature of President or Vice-President
 and [Signature]
 Signature of Secretary or Assistant Secretary
 Dated 10.29.98

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, RI, on this 29th day of October, 19 98, before me personally appeared W. Herbert Marshall, who being by me first duly sworn, declared that he/she is the President of American Eagle Charters Corp. and that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
 Notary Public
 My Commission Expires: 12/31/01

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, RI, on this 29th day of October, 19 98, before me personally appeared W. Herbert Marshall, who being by me first duly sworn, declared that he/she is the President of American Eagle, Inc. and that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
 Notary Public
 My Commission Expires: 12/31/01

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made as of May 28, 1998 by and between American Eagle, Inc., a Massachusetts corporation ("AEI"), and American Eagle Charters Corp., a Rhode Island corporation ("AECC"),

PRELIMINARY STATEMENTS:

WHEREAS, AEI and AECC (hereinafter sometimes called the "Constituent Corporations") desire to merge into a single corporation pursuant to Chapter 156B, Section 79, of the General Laws of the Commonwealth of Massachusetts and Rhode Island General Laws Section 7-1.1-67 with AECC being the surviving corporation as hereinafter specified; and

WHEREAS, AEI under its Articles of Organization, as amended, as filed in the office of the Secretary of the Commonwealth of Massachusetts, has an authorized capital stock consisting of 300 shares of Common Stock, par value \$0.01 per share, of which 285 shares are issued and outstanding; and

WHEREAS, AECC, under its Articles of Incorporation as filed in the office of the Secretary of the State of Rhode Island, has an authorized capital stock consisting of 8,000 shares of Common Stock par value \$0.01 per share, of which 100 shares are issued and outstanding; and

WHEREAS, the respective boards of directors and shareholders of AECC and AEI have duly approved the terms of this Agreement and Plan of Merger in accordance with R.I. Gen. Laws Section 7-1.1-67 and Mass. Gen. Laws Chap. 156B Section 79, respectively.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained and for the purpose of stating the terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting the shares of capital stock of each of the Constituent Corporations into shares of capital stock of the corporation surviving the merger and such other details

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STATE OF RHODE ISLAND
MAY 29 1998
OFFICE OF THE SECRETARY OF STATE

as are deemed desirable, AECC and AEI hereby agree as follows:

AGREEMENTS:

ARTICLE I.

Corporate Existence of Surviving Corporation

AEI shall be and hereby is merged into AECC and AECC hereby merges AEI into itself. AECC shall be the surviving corporation. The name of the surviving corporation shall be American Eagle Charters Corp. which shall be organized under the laws of the State of Rhode Island.

ARTICLE II.

Articles of Incorporation of Surviving Corporation

From and after the effective date of the merger and until further amended as provided therein or by law, the Articles of Incorporation of AECC, separate and apart from this Agreement of Merger and Plan shall be, and may be separately certified as, the Articles of Organization of AECC as the surviving corporation, and, in addition to the powers conferred upon it by statute, AECC as the surviving corporation shall have the powers set forth therein and be governed by the provisions thereof.

ARTICLE III

Manner of Converting Shares

The manner of converting the shares of Common Stock of AEI into the shares of Common Stock of AECC shall be as follows:

- (1) Each share of AEI Common Stock issued and outstanding on the effective date of the merger shall be converted into and shall become one share of Common Stock of AECC as the surviving corporation.

(2) Immediately following the effective date of the merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of Common Stock of AEI shall surrender the same to Peabody & Arnold LLP, One Citizens Plaza, Suite 840, Providence, Rhode Island 02903, as transfer agent for all such holders (the "Transfer Agent"), and such holder shall upon such surrender receive in exchange therefor a certificate representing an equal number of shares of Common Stock of AECC into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. The adoption of this Agreement of Merger and Plan by the respective stockholders of the Constituent Corporations shall constitute ratification of the appointment of the Transfer Agent as such. Until so surrendered, each such outstanding certificate which prior to the effective date of merger represented shares of Common Stock of AEI shall be deemed for all purposes, subject to the further provisions of this Article III, to evidence the ownership of that number of the shares of Common Stock of AECC.

(3) When the merger becomes effective, the holders of certificates for shares of AEI Common Stock outstanding on the effective date shall cease to have any rights with respect to such shares and their sole rights shall be with respect to the shares of AECC Common Stock into which their shares of Common Stock of AEI are converted on the effective date of the merger.

ARTICLE IV

By-Laws, Officers, Directors and Related Matters

(1) The By-Laws of AECC as they shall exist on the effective date of the merger shall be and remain the By-Laws of AECC as the surviving corporation.

(2) Those persons serving as the officers and directors of AECC on the effective date of the merger shall be and remain the officers and directors of AECC as the surviving corporation from and after the effective date of the merger until their respective successors are elected and qualified.

(3) The post office address of AECC as the surviving corporation shall be American Eagle Charters Corp., c/o P.O. Box 51, Newport, Rhode Island 02840.

(4) The fiscal year of AECC as the surviving corporation shall end on the 31st day of December in each year.

(5) The annual meeting of stockholders of AECC as the surviving corporation shall be held on the second Tuesday of June each year that such day is not a holiday and on the next business day thereafter if such day is a holiday.

ARTICLE V

Effective Date

The merger provided for herein shall become effective upon the later to occur of the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts and with the Rhode Island Secretary of State, which Articles of Merger are attached hereto as Exhibit A and Exhibit B, respectively.

ARTICLE VI

Abandonment, Termination and Amendment

(1) Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned prior to the filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the Rhode Island Secretary of State either by mutual consent of the Boards of Directors of both Constituent Corporations or by the Boards of Directors of either Constituent Corporation if the Agreement and Plan of Merger shall have been terminated as therein provided, and notwithstanding the adoption and approval of this Agreement and Plan of Merger by the respective stockholders of either or both Constituent Corporations.

(2) Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be amended or modified and any condition to the obligation of one or both of the Constituent Corporations to effect the merger may be waived by the mutual consent of the Boards of Directors of the Constituent Corporations, whether before or after adoption and approval of this Agreement and Plan of Merger by the respective stockholders of the Constituent Corporations,

provided, however, that Article III shall not be amended or modified in any material respect except with the approval of the respective stockholders of both Constituent Corporations.

ARTICLE VII

Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but such counterparts together shall constitute one and the same instrument.

ARTICLE VIII

Verification

The officers of the Constituent Corporations who have executed this Agreement and Plan of Merger hereby state under the penalties of perjury that this Agreement and Plan of Merger has been duly executed on behalf of the corporation for which they have signed and that this Agreement and Plan of Merger has been adopted and approved in the manner required by Chapter 156B, Section 79 of the General Laws of the Commonwealth of Massachusetts and R.I. Gen. Laws Section 7-1.1-67 by the stockholders of such corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be signed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed as of the first day written above.

Attest:

AMERICAN EAGLE CHARTERS CORP.

By: J. H. Willyoull
President

(Corporate Seal)

and: J. H. Willyoull
Secretary

AMERICAN EAGLE, INC.

Attest:

By: *[Signature]*
President

And: *[Signature]*
Clerk

(Corporate Seal)

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EXHIBIT A

FEDERAL IDENTIFICATION NO. 04-2981521 FEDERAL IDENTIFICATION NO. 04-3429512

The Commonwealth of Massachusetts

William Francis Galvin Secretary of the Commonwealth One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF CONSOLIDATION / MERGER (General Laws, Chapter 156B, Section 79)

Consolidation / merger of American Eagle, Inc. and

American Eagle Charters Corp.

the constituent corporations, into

American Eagle Charters Corp.

one of the constituent corporations organized under the laws of Rhode Island

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of consolidation / merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The resulting surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the consolidation / merger determined pursuant to the agreement of consolidation / merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the resulting corporation is to engage in the following business activities:

C P M R.A.

Delete the inapplicable words Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. ~~THE ENTIRE CONTENTS OF THE ARTICLES OF ORGANIZATION OF THE RESULTING /SURVIVING CORPORATION ARE:~~

~~THE OFFICE OF THE RESULTING /SURVIVING CORPORATION IN MASSACHUSETTS IS:~~

** If there are no provisions state "None".

~~(b)(7)(C) contains residential addresses of each director and officer of the resulting/surviving corporation is~~

NAME RESIDENTIAL ADDRESS POST OFFICE ADDRESS

President:

Treasurer:

Clerk:

Directors:

~~(6) The fiscal year of the resulting/surviving corporation shall end on the last day of the month of~~

~~(d) The home business address of the resident agent of the resulting/surviving corporation is~~

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / ~~surviving~~ corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / ~~surviving~~ corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~*President~~ / ~~Vice President~~ and ~~*Clerk~~ / ~~Assistant Clerk~~ of American Eagle, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~*consolidation~~ / ~~*merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / ~~Vice President~~

_____, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of American Eagle Charters Corp., a corporation organized under the laws of Rhode Island, further state under the penalties of perjury that the agreement of ~~*consolidation~~ / ~~*merger~~ has been duly adopted by such corporation in the manner required by the laws of Rhode Island.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† _____
President

†† _____
Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~Consolidation~~ / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 ____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

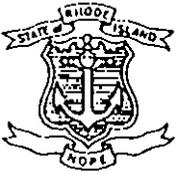
TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

John R. Gowell, Jr.

One Citizens Plaza, Suite 840

Providence, RI 02903

Telephone: (401) 831-8330



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
 Corporations Division
 100 North Main Street
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BUSINESS CORPORATION

ARTICLES OF MERGER OR CONSOLIDATION INTO

American Eagle Charters Corp.

(Insert full name of surviving or new corporation)

Pursuant to the provisions of Title 7, Chapter 1.1 of the General Laws, 1956, as amended, the undersigned corporations submit the following Articles of MERGER *or* CONSOLIDATION *(check one box only)* for the purpose of merging or consolidating them into one corporation.

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
American Eagle Charters Corp.	Rhode Island
American Eagle, Inc.	Massachusetts

2. The laws of the State under which each corporation is organized permit such merger or consolidation.

3. The full name of the surviving or new corporation is American Eagle Charters Corp.
 _____ which is to be governed by the laws of the State of Rhode Island

4. The attached Plan of Merger or Consolidation was approved by each corporation in the manner prescribed by the laws of the State under which each corporation is organized.

(Attach Plan of Merger or Consolidation)

5. If the surviving corporation's name has been amended via the merger, please state the new name:

6. As to each of the merging or consolidating corporations (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, in which event that fact shall be set forth) state below the total number of shares outstanding entitled to vote on the Plan, respectively, and if the shares of any class are entitled to vote on the Plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
American Eagle Charters Corp.	100		
American Eagle, Inc.	285		

7. As to each of the merging or consolidating corporations, state below the total number of shares voted for or against such Plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the Plan, respectively (except one whose shareholders are not required to approve the agreement under Section 7-1 1-67, in which event that fact shall be set forth):

Name of Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
American Eagle Charters Corp.	100	0			
American Eagle, Inc.	285	0			

8. If the surviving or new corporation is to be governed by the laws of a state other than Rhode Island, such surviving or new corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any domestic corporation against the surviving or new corporation; (b) irrevocably appoints the secretary of state of the State of Rhode Island as its agent to accept service of process in any proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

9. Date when merger or consolidation shall become effective Upon filing
 (not more than 30 days after the filing of these articles of merger or consolidation)

American Eagle Charters Corp.
 Corporate Name
 By [Signature]
 Signature of President or Vice-President
 and [Signature]
 Signature of Secretary or Assistant Secretary
 Dated 10.29.98

American Eagle, Inc.
 Corporate Name
 By [Signature]
 Signature of President or Vice-President
 and [Signature]
 Signature of Secretary or Assistant Secretary
 Dated 10.29.98

STATE OF Massachusetts
 COUNTY OF Dorchester

In Dorchester, MA, on this 29th day of October, 19 98, before me personally appeared W. Herbert Marshall, who being by me first duly sworn, declared that he/she is the President of American Eagle Charters Corp. and that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
 Notary Public
 My Commission Expires: _____

STATE OF
 COUNTY OF

In Dorchester, MA, on this 29th day of October, 19 98, before me personally appeared W. Herbert Marshall, who being by me first duly sworn, declared that he/she is the President of American Eagle, Inc. and that he/she signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

[Signature]
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 My Commission Expires: _____