

ARTICLES OF MERGER
Of
EMPIRE AIRLINES, INC.
And
RELIANT LOGISTICS, LLC

2006 SEP -5 AM 9:06

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, pursuant to the Idaho Business Corporation Act, Idaho Code Title 30, Chapter 1, part 11, [30-1-1101 through 30-1-1108] and the Idaho Limited Liability Company Act, Idaho Code Title 53, Chapter 6 [53-661 through 53-665] hereby adopt the following Articles of Merger.

ARTICLE I
NAME OF PARTIES TO MERGER

The parties to the merger are Empire Airlines, Inc., an Idaho Corporation and Reliant Logistics, LLC, an Idaho Limited Liability Company.

ARTICLE II
PLAN OF MERGER, SURVIVING ENTITY

An agreement of merger (Plan of Merger) has been approved and executed by Empire Airlines, Inc. and Reliant Logistics, LLC. Said Plan of Merger provides that Empire Airlines, Inc. shall be the surviving entity and that the name of the surviving entity shall be Empire Airlines, Inc. No new articles of incorporation or amendments to the existing articles of incorporation of Empire Airlines, Inc. will be created in connection with the merger.

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ARTICLE III
EFFECTIVE DATE OF MERGER, SHAREHOLDER APPROVAL

The merger shall be effective upon the filing of these Articles of Merger. No approval of the Plan of Merger by the shareholders of Empire Airlines, Inc. was required.

ARTICLE IV
FILING AND AVAILABILITY OF AGREEMENT OF MERGER

The agreement of merger (Plan of Merger) is on file at the place of business of the surviving entity, Empire Airlines, Inc. whose address is: 11559 N. Atlas Rd. Hayden, Idaho 83835. A copy of the agreement of merger (Plan of Merger) will be furnished by the surviving entity, Empire Airlines, Inc. on request and without cost, to any person holding an interest in Reliant Logistics, LLC or Empire Airlines, Inc.

IN WITNESS WHEREOF, the undersigned have subscribed these Articles of Merger this 20th day of April, 2006.

EMPIRE AIRLINES, INC.

BY: Timothy D. Komberrec
TIMOTHY D. KOMBEREC, President and CEO

RELIANT LOGISTICS, LLC

BY: Timothy D. Komberrec
TIMOTHY D. KOMBEREC, Manager