

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Kitty Hawk International, Inc.		08/31/2002	CORPORATION: MICHIGAN

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Kitty Hawk, Inc.
<b>Street Address:</b>	1515 West 20th Street, 2nd Floor
<b>City:</b>	DFW Int'l. Airport
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75261
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2234033	PARTNERS IN PERFORMANCE

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(214)200-0853
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Email:</b>	andy.ehmke@haynesboone.com
<b>Correspondent Name:</b>	Haynes and Boone, LLP
<b>Address Line 1:</b>	901 Main Street, Suite 3100
<b>Address Line 4:</b>	Dallas, TEXAS 75202-3789

<b>ATTORNEY DOCKET NUMBER:</b>	19199.62
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<b>NAME OF SUBMITTER:</b>	Andrew S. Ehmke
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**Total Attachments: 8**  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AIRCRAFT LEASING, INC.", A TEXAS CORPORATION,

"AMERICAN INTERNATIONAL TRAVEL, INC.", A MICHIGAN CORPORATION,

"FLIGHT ONE LOGISTICS, INC.", A MICHIGAN CORPORATION,

"KITTY HAWK CHARTERS, INC.", A MICHIGAN CORPORATION,

"KITTY HAWK INTERNATIONAL, INC.", A MICHIGAN CORPORATION,

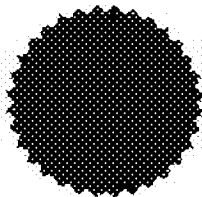
"LONGHORN SOLUTIONS, INC.", A TEXAS CORPORATION,

"O.K. TURBINES, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "KITTY HAWK, INC." UNDER THE NAME OF "KITTY HAWK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY



*Harriet Smith Windsor*  
 Harriet Smith Windsor, Secretary of State

2445463 8330

020985846

AUTHENTICATION: 1992858

DATE: 08-19-02

09/20/2002 04:40PM

TRADEMARK

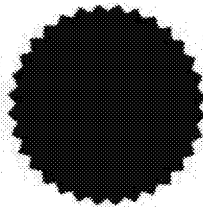
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# Delaware

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*The First State*

OF AUGUST, A.D. 2002, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2445463 8330

020585846

AUTHENTICATION: 1992808

DATE: 09-19-02

09/20/2002 04:40PM

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REEL: 002761 FRAME: 0251

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name		
Address		
City	State	Zip Code

EFFECTIVE DATE:

Expiration date for new assumed names: December 31,

Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**

**For use by Parent and Subsidiary Profit Corporations**  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Kitty Hawk, Inc., a Delaware corporation

631-551

(continued on Attachment)

b. The name of the surviving corporation and its identification number is:

Kitty Hawk, Inc., a Delaware corporation

631-551

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Flight One Logistics, Inc.	1,000 Common Stock	1,000 Common Stock
Kitty Hawk Charters, Inc.	25,000 Common Stock	25,000 Common Stock
American International Travel, Inc.	1,000 Common Stock	1,000 Common Stock
Kitty Hawk International, Inc.	25,000 Common Stock	25,000 Common Stock
O.K. Turbines, Inc.	1,000 Common Stock	1,000 Common Stock

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d. The manner and basis of converting the shares of each constituent corporation is as follows:

No shares will be issued in connection with the mergers, and all existing shares of all capital stock of each of Flight One Logistics, Inc., Kitty Hawk Charters, Inc., American International Travel, Inc., Kitty Hawk International, Inc., and O.K. Turbines, Inc., will be cancelled as of the effective date of the mergers.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

N/A

f. Other provisions with respect to the merger are as follows:

On August 5, 2002, the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, pursuant to its jurisdiction under federal statute (Title 11, United States Code Section 1129) entered an order in the case styled In re: Kitty Hawk, Inc. et al., Debtors, jointly administered under case No. 400-42141-BJH, confirming the Debtors' Final Joint Plan of Reorganization (the "Plan"), that provides for (i) the merger of each of Flight One Logistics, Inc., Kitty Hawk Charters, Inc., American International Travel, Inc., Kitty Hawk International, Inc., and O.K. Turbines, Inc., with and into Kitty Hawk, Inc. and (ii) the filing of this certificate of merger.

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2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)~~

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 31<sup>st</sup> day of August, 2002.

Signed this 30<sup>th</sup> day of August, 2002

Kitty Hawk, Inc.

(Name of parent corporation)

By

Tilmon J. Reeves

(Signature of an authorized officer or agent)

Tilmon J. Reeves, Chief Executive Officer

(Type or Print Name)

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6. Include the assumed names being transferred, if any, from the merging corporation to the survivor.

Assumed Name

Transferred From

Expiration Date

N/A


New assumed names under which business is to be conducted are:

N/A




Name of person or organization  
remitting fees:

Kitty Hawk, Inc.

Preparer's name and business  
telephone number:

Christopher E. Kirkpatrick

( 214 )

651-5547

### INFORMATION AND INSTRUCTIONS

1. The Certificate of Merger cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.  
  
Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This Certificate is to be used pursuant to the provisions of sections 711 through 713 of Act 284, P.A. of 1972, by a domestic parent corporation merging with one or more subsidiary corporations and section 735 of the Act if a foreign parent corporation is a party to the merger. The parent corporation must own at least 90% of the outstanding shares of each class of stock of the subsidiary corporation(s). This Certificate is to be used only by profit corporations.
4. If more than two corporations are merging, the Certificate may be adjusted as necessary or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
5. Item 5 - This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.

6. *Foreign Corporations* - Pursuant to sections 1021 and 1035 of the Act, when a foreign corporation authorized to transact business in this state is a party to the merger, the foreign corporation shall file a certificate issued by the proper officer of the jurisdiction of its incorporation attesting to the occurrence of the merger. The merger will not be on file for the foreign corporation in Michigan and a foreign corporation which is a nonsurvivor will not be withdrawn or receive a Certificate of Withdrawal until the certificate evidencing the merger is filed. The fee is \$10.00.

7. This Certificate must be signed by an authorized officer or agent of the parent corporation.
8. **FEES:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.

If a foreign corporation authorized to transact business in this state merges into any domestic corporation, the resulting domestic corporation shall pay franchise fees for any increase in authorized shares less such sums as the foreign corporation so merging has previously paid to the state as an initial or additional admission franchise fee.

**NONREFUNDABLE FEE** - This fee must be remitted for each domestic corporation involved in the merger ..... **\$50.00**

**ADDITIONAL FEE:** If the authorized shares of the surviving domestic corporation are increased, an additional fee is due:

each additional 20,000 authorized shares or portion thereof .....	\$30.00
maximum fee per filing for first 10,000,000 authorized shares .....	\$5,000.00
each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares .....	\$30.00
maximum fee, per filing, for authorized shares in excess of 10,000,000 shares .....	\$200,000.00
each new assumed name .....	\$10.00

**To submit by mail:**

Michigan Department of Consumer & Industry Services  
Bureau of Commercial Services  
Corporation Division  
7150 Harris Drive  
P.O. Box 30054  
Lansing, MI 48909

**To submit in person:**

6546 Mercantile Way  
Lansing, MI  
Telephone: (517) 241-6400

Fees may be paid by VISA or Mastercard when delivered in person to our office.

**MICH-ELF (Michigan Electronic Filing System):**

First Time Users: Call (517) 241-6420, or visit our website at <http://www.cis.state.mi.us/bcs/corp/>  
Customer with MICH-ELF Filer Account: Send document to (517) 241-9845.

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**REEL: 002761 FRAME: 0256**

Attachment to Kitty Hawk, Inc.  
Certificate of Merger

Item 1.a – Constituent Corporations (Continued)

<u>Constituent Corporation</u>	<u>Identification Number</u>
Flight One Logistics, Inc.	126-489
Kitty Hawk Charters, Inc.	390-035
American International Travel, Inc.	275-450
Kitty Hawk International, Inc.	143-960
O.K. Turbines, Inc.	017-164