

176396

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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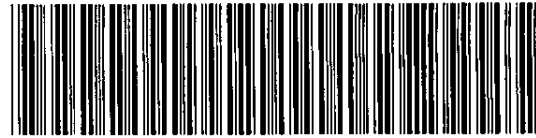
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Merger
@ 7/3/14

GRAY | ROBINSON
ATTORNEYS AT LAW

SUITE 600
301 S. BRONOUGH STREET (32301)
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
gray-robinson.com

BOCA RATON
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TALLAHASSEE

E-MAIL ADDRESS
vanessa.reichel@gray-robinson.com TAMPA

July 3, 2014

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger into Marine Exhibition Corporation
Document Number 176396
Our File No. 348161-11

To Whom It May Concern:

Enclosed for filing, please find an original and one copy of **ARTICLES OF MERGER into MARINE EXHIBITION CORPORATION.**

Please **FILE THE ORIGINAL** and **date-stamp the copy of these Articles.** A check in the amount of **\$105.00** is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Vanessa Reichel
Paralegal

Enclosures

**ARTICLES OF MERGER
 OF
 RICKENBACKER CONSTRUCTION, INC. and
 WYNNEWOOD GIFTS, INC.
 INTO
 MARINE EXHIBITION CORPORATION
 (Florida Profit Corporations)**

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 14 JUL -2 AM 9:53

The following Articles of Merger to merge two Florida Profit Corporations into the following Florida Profit Corporation are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

A. The exact name, jurisdiction and document number of the **surviving corporation** is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------------------|---------------------|------------------------|
| Marine Exhibition Corporation | Florida | 176396 |

The exact name, jurisdiction and document number of each of the **merging corporations** are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|---------------------------------|---------------------|------------------------|
| Rickenbacker Construction, Inc. | Florida | P01000049103 |
| Wynnewood Gifts, Inc. | Florida | 187061 |

B. Plan of Merger.

The Plan of Merger (the "Plan"), entered into between the parties, is attached hereto. The Plan was adopted by the shareholder of the surviving corporation on July 2, 2014 and the Plan was adopted by the sole shareholder of the merging corporations on July 2, 2014, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

C. Effective Date

These Articles of Merger shall be effective as of July 2, 2014 (the "Effective Date").

D. Principal Office Address.

The surviving corporation is incorporated under the laws of Florida. The principal office address is: 4400 Rickenbacker Causeway, Miami, Florida 33149.

Dated effective as of July 2, 2014.

MARINE EXHIBITION CORPORATION

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO

RICKENBACKER CONSTRUCTION, INC.

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO

WYNNEWOOD GIFTS, INC.

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO

This instrument was drafted by Teresa A. Noeske.

Please return to: Richard W. Silverthorn
Whyte Hirschboeck Dudek S.C.
555 East Wells Street
Suite 1900
Milwaukee, WI 53202
(414) 273-2100

PLAN OF MERGER

This PLAN OF MERGER is made in compliance with Section 607.1104, Florida Statutes, and entered into as of the 2nd day of July, 2014, by and among Marine Exhibition Corporation (hereinafter "Surviving Corporation"), Rickenbacker Construction, Inc. and Wynnewood Gifts, Inc., (each a "Subsidiary Corporation" and collectively the "Subsidiary Corporations").

RECITALS:

- A. Surviving Corporation and Subsidiary Corporations are Profit Corporations organized and existing pursuant to the laws of the State of Florida.
- B. Surviving Corporation is the record and beneficial owner of One Hundred Percent (100%) of the issued and outstanding capital stock of each of the Subsidiary Corporations. The Surviving corporation, as the sole shareholder of each of the Subsidiary Corporations, has waived in writing the requirement of mailing to it a copy of the Plan of Merger.
- C. The Boards of Directors of Surviving Corporation and each of the Subsidiary Corporations have determined it to be in the best interests of Surviving Corporation and the respective Subsidiary Corporations to merge each of the Subsidiary Corporations with and into Surviving Corporation.

NOW THEREFORE, pursuant to and in accordance with Section 607.1104 of the Florida Business Corporation Law, the parties hereby enter into this Plan of Merger and agree that each of the Subsidiary Corporations shall be merged with and into Surviving Corporation, on the following terms and conditions:

1. Parties to the Merger.

Surviving Corporation is Marine Exhibition Corporation, a Florida Profit Corporation. The Subsidiary Corporations are Rickenbacker Construction, Inc. and Wynnewood Gifts, Inc., and each is a Florida Profit Corporation.
(Surviving Corporation and the Subsidiary Corporations are sometimes hereinafter referred to collectively as the "Constituent Corporations.")

2. Effective Date. Effective as of July 2, 2014 (the "Effective Date"), each of the Subsidiary Corporations shall be merged with and into the Surviving Corporation ("Merger").

3. Merger; Surrender of Shares. As of the Effective Date of the Merger, the shares of each Subsidiary Corporation, all of which are owned by Surviving Corporation, shall be surrendered to the respective Subsidiary Corporation for cancellation in consideration of the transfer of all of the assets of that respective Subsidiary Corporation to Surviving Corporation and Surviving Corporation's assumption of all liabilities and obligations of each Subsidiary Corporation.

4. Officers and Directors. The officers and directors of Surviving Corporation at the Effective Date of the Merger shall be and continue to be the officers and directors of Surviving Corporation thereafter, until their successors are duly appointed or elected.

5. Articles of Incorporation and By-Laws. The Articles of Incorporation and the By-Laws of Surviving Corporation as they exist immediately prior to the Merger shall continue as the Articles of Incorporation and By-Laws of Surviving Corporation after the Merger, until such time thereafter as they are amended.

6. Effect of Merger. Upon the Effective Date, the merger shall have the effect provided in the Florida Statutes including, but not limited to the following:

(a) Each of the Subsidiary Corporations merges into the Surviving Corporation and the separate existence of each of the Subsidiary Corporations ceases.

(b) The title to all property owned by each Constituent Corporation is vested in the Surviving Corporation without reversion or impairment.

(c) The Surviving Corporation assumes all liabilities of each Constituent Corporation.

(d) A civil, criminal, administrative or investigatory proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the corporation whose existence ceased.

7. Dissenters Rights. The sole shareholder of each of the Subsidiaries who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote and who may dissent from the merger pursuant to Section 607.1321 of the Florida Statutes, may be entitled, if it complies with the provisions of the Florida Statutes regarding appraisal rights, to be paid the fair value of its shares.

8. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which shall constitute an original, but all of which shall constitute one document, and facsimile or electronic e-mail signatures shall constitute original signatures.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their duly authorized officers, all as of the day and year first above written.

MARINE EXHIBITION CORPORATION

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO

RICKENBACKER CONSTRUCTION, INC.

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO

WYNNEWOOD GIFTS, INC.

By: Fernando Eiroa
Name: Fernando Eiroa
Title: CEO