

472973

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MERGER OR SHARE EXCHANGE

LAND 'N' SEA DISTRIBUTING, INC.

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Land 'N' Sea Distributor, Inc.</u>	<u>Florida</u>	<u>472873</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Land 'N' Sea Distributor, Inc. Northwest</u>	<u>Delaware</u>	<u>5315027</u>
<u>Land 'N' Sea Distributor, Inc. of Norfolk</u>	<u>Delaware</u>	<u>2289792</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

at the close of business  
OR 12 /31 /2003 (State a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 19, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 19, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Land 'N' Sea Distributing, Inc.</u>	<i>Marsha T. Vaughn</i>	<u>Marsha T. Vaughn, Assistant Secretary</u>
<u>Land 'N' Sea Distributing, Inc. Northwest</u>	<i>Marsha T. Vaughn</i>	<u>Marsha T. Vaughn, Assistant Secretary</u>
<u>Land 'N' Sea Distributing, Inc. of Norfolk</u>	<i>Marsha T. Vaughn</i>	<u>Marsha T. Vaughn, Assistant Secretary</u>
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**EXHIBIT A**

**FLORIDA PLAN OF MERGER**

This PLAN OF MERGER was adopted for the purpose of merging Land 'N' Sea Distributing, Inc. Northwest ("Northwest"), a Delaware corporation and Land 'N' Sea Distributing, Inc. of Norfolk ("Norfolk"), a Delaware corporation, into Land 'N' Sea Distributing, Inc. ("Distributing"), a Florida corporation, being the parent of Northwest and Norfolk. Distributing is the surviving corporation and Northwest and Norfolk are the merging corporations.

1. Distributing, as the owner of all of the outstanding shares of Northwest and Norfolk, hereby merges Northwest and Norfolk into Distributing.
2. The separate existence of Northwest and Norfolk shall cease upon the effective date of the merger pursuant to the provisions of the Delaware General Corporation Law and Distributing shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Florida.
3. The issued shares of Northwest and Norfolk shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Northwest, Norfolk and of Distributing respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger herein provided for.
5. The merger shall become effective at the close of business on December 31, 2003.