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P93000026753

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

97 JUN 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Underwater Unlimited Diving Services, Inc. (FL)*

*merging into*  
*Underwater Unlimited Diving Services, Inc. (Albuquerque)*

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06/30/97-01001-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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DIVISION OF CORPORATION

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UNDERWATER UNLIMITED DIVING SERVICES, INC., a Florida corp.  
P93000026753

INTO

UNDERWATER UNLIMITED DIVING SERVICES, INC., a New Hampshire  
corporation not qualified in Florida.

File date: June 27, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
UNDERWATER UNLIMITED DIVING SERVICES, INC.,  
A FLORIDA CORPORATION**

**INTO**

**UNDERWATER UNLIMITED DIVING SERVICES, INC.,  
A NEW HAMPSHIRE CORPORATION**

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97 JUN 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations hereby certify as follows:

1. Plan of Merger. On June 21, 1997, a Plan of Merger, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference (the "Plan") was entered into by and between Underwater Unlimited Diving Services, Inc., a Florida corporation ("UUDS-Florida") and Underwater Unlimited Diving Services, Inc., a New Hampshire corporation ("UUDS-New Hampshire") by which UUDS-Florida will merge with and into UUDS-New Hampshire with UUDS-New Hampshire being the survivor (the "Merger").

2. Effectiveness of the Merger. The Merger shall be effective as set forth in the Plan.

3. Shareholder Approval Required. Pursuant to Section 293-A:11.03 of the New Hampshire Business Corporation Act and Section 607.1103 of the FBCA, unanimous approval of the Merger was obtained from the shareholders of UUDS-New Hampshire and UUDS-Florida on June 21, 1997.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed by the undersigned as of this 21 day of June, 1997.

**Underwater Unlimited Diving Services, Inc.  
a Florida corporation**



**David Rowe, President**

**Underwater Unlimited Diving Services, Inc.  
a New Hampshire corporation**



**David Rowe, President**

## **PLAN OF MERGER**

**THIS PLAN OF MERGER**, dated as of June 21, 1997 (the "Plan"), is by and between **UNDERWATER UNLIMITED DIVING SERVICES, INC.**, a New Hampshire corporation ("New UUDSI") and **UNDERWATER UNLIMITED DIVING SERVICES, INC.**, a Florida corporation ("UUDSI").

### **WITNESSETH:**

**WHEREAS**, the respective Boards of Directors of UUDSI and New UUDSI deem it advisable that UUDSI merge with and into New UUDSI (the "Merger"), upon the terms and conditions set forth herein and in accordance with the laws of the States of New Hampshire and Florida, and that the shares of stock of each of UUDSI and New UUDSI shall be converted upon the Merger as set forth herein.

### **NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:**

#### **SECTION 1**

##### **Terms**

1.1 At the Effective Time (as hereinafter defined) of the Merger, UUDSI shall be merged with and into New UUDSI, with New UUDSI as the surviving corporation (hereinafter called the "Surviving Corporation").

1.2 At the Effective Time, each share of Common Stock of UUDSI issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be converted into one share of Common Stock of the Surviving Corporation. Each share of Common Stock of New UUDSI issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the holder thereof, be cancelled.

1.3 If any certificate representing stock of the Surviving Corporation is to be issued in a name other than that in which a surrendered certificate theretofore representing stock of UUDSI is registered, it shall be a condition of such issuance that the surrendered certificate shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall either pay to the Surviving Corporation or its transfer agent any transfer or other taxes required by reason of the issuance of a certificate or certificates representing the Surviving Corporation stock in a name other than that of the registered holder of the certificate surrendered,

or establish to the satisfaction of the Surviving Corporation or its transfer agent that such tax has been paid or is not applicable.

1.4 Upon and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties, of the Constituent Corporations (as hereinafter defined); and all rights, privileges, powers and franchises of the Constituent Corporations shall be vested in and be the property of the Surviving Corporation; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it.

## SECTION 2

### Effective Time

2.1 Subsequent to the execution of this Plan, UUDSI and New UUDSI (collectively, the "Constituent Corporations") shall each submit this Plan to their respective stockholders for their approval pursuant to the applicable provisions of the New Hampshire Business Corporation Act and the Florida Business Corporation Act.

2.2 Following approval of this Plan in accordance with Section 2.1 above, and provided that:

(a) the conditions specified in Section 5.1 hereof have been fulfilled or waived; and

(b) this Plan has not been terminated and abandoned pursuant to Section 5.3 hereof;

the Surviving Corporation will cause Articles of Merger to be executed, acknowledged and filed with the Secretary of the State of New Hampshire as provided in Section 293-A:11.05 of the New Hampshire Business Corporation Act, as well as the Secretary of State of the State of Florida, as provided in Section 607.224 of the Florida Business Corporation Act.

2.3 The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the States of New Hampshire and Florida (the date and time of such filing being herein referred to as the "Effective Time").

### **SECTION 3**

#### **Covenants and Agreements**

New UUDSI covenants and agrees that as the Surviving Corporation it shall be liable for all the obligations of the Constituent Corporations outstanding as of the Effective Time and hereby expressly assumes all such obligations as of the Effective Time.

### **SECTION 4**

#### **Articles of Incorporation and Bylaws; Board of Directors**

4.1 The Articles of Incorporation of New UUDSI as constituted at the Effective Time shall thereafter be the Articles of Incorporation of the Surviving Corporation until such time as it shall be amended as provided by law.

4.2 The Bylaws of New UUDSI shall be the bylaws of the Surviving Corporation, subject to alteration, amendment or repeal from time to time by the Board of Directors or the stockholders of the Surviving Corporation.

4.3 From and after the Effective Time the members of the Board of Directors of the Surviving Corporation shall consist of the members of the Board of Directors of UUDSI immediately prior to the Effective Time, to hold office until the expiration of their then current terms and until their respective successors shall be elected.

4.4 From and after the Effective Time, the officers of the Surviving Corporation shall consist of the officers of UUDSI immediately prior to the Effective Time, to hold office until the next annual meetings of the directors of the Surviving Corporation and until their respective successors are elected and appointed.

### **SECTION 5**

#### **Conditions, Amendment and Termination**

5.1 The respective obligations of the Constituent Corporations to consummate the Merger under this Plan are subject to the following conditions, any and all of which (other than paragraph (b)) may be waived by the party for whose benefit they are included:

(a) All third party consents which are required in order to consummate the Merger and to effectuate the contemplated transactions incidental or related thereto shall have been obtained; and


(b) Each of the Constituent Corporations shall have received the approval of its stockholders.

5.2 To the fullest extent permitted by applicable law, the Constituent Corporations, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Plan in such a manner as may be agreed upon by them in writing at any time prior to the Effective Time, even though the Plan shall have been approved by the stockholders of the Constituent Corporations or of either thereof.

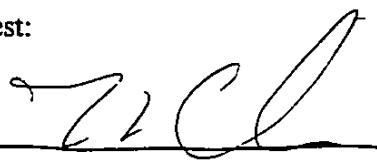
5.3 This Plan may be terminated and the Merger abandoned for any reason by resolution adopted by either of the respective Boards of Directors of the Constituent Corporations at any time prior to the Effective Time, even though this Plan shall have been approved by the stockholders of the Constituent Corporations or of either thereof.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized and their respective corporate seals affixed, all as of the day and year first above written.

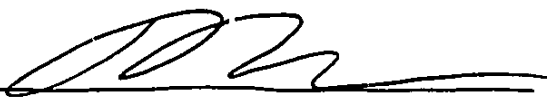
**UNDERWATER UNLIMITED DIVING SERVICES,  
INC., a New Hampshire corporation**

By:   
Name: David Rowe  
Title: President

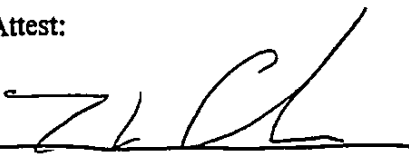
Attest:

  
Secretary

**UNDERWATER UNLIMITED DIVING SERVICES,  
INC., a Florida corporation**

By:   
Name: David Rowe  
Title: President

Attest:

  
Secretary