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Florida Department of State
Division of Corporations
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(((H08000208496 3)))



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 SEP -5 PM 2:09

MERGER OR SHARE EXCHANGE

LENCO MARINE, INC.

RECEIVED
2008 SEP -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT NUMBER: ((H08000208496 3))

ARTICLES OF MERGER
OF
SOUTHERN MARINE, INC., a Florida corporation
INTO
LENCO MARINE, INC., a Florida corporation

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 08 SEP -5 PM 2:09

The following Articles of Merger are submitted in accord with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The surviving corporation is LENCO MARINE, INC., a Florida corporation.

Second: The merging corporation is SOUTHERN MARINE, INC., a Florida corporation. SOUTHERN MARINE, INC., INC., a Florida corporation, shall be completely merged into LENCO MARINE, INC., a Florida corporation. SOUTHERN MARINE, INC., a Florida corporation, shall thereafter cease to exist.

Third: The Plan of Merger is attached hereto and incorporated herewith.

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

Fifth: The Plan of Merger was unanimously adopted by the Board of Directors and Stockholders of the LENCO MARINE, INC., a Florida corporation, on July 2, 2008.

Sixth: The Plan of Merger was unanimously approved by the Board of Directors and Stockholders of SOUTHERN MARINE, INC. a Florida corporation, on July 2, 2008.

Seventh: This merger is permitted by the laws of the State of Florida.

SOUTHERN MARINE, INC.,
a Florida corporation

(Corporate Seal)

By: 
 Richard DeVito
 Its: President

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LENCO MARINE, INC, a
Florida corporation


(Corporate Seal)

By: 
Richard DeVito
Its: President

STATE OF FLORIDA
COUNTY OF MARTIN


The foregoing instrument was acknowledged before me this 3 day of September 2008 by Richard DeVito, as President of SOUTHERN MARINE, INC., a Florida corporation, on behalf of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) [] is personally known to me or [] has produced _____ (TYPE OF IDENTIFICATION) as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
(SEAL)  Commission # DD574820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3 day of September 2008 by Richard DeVito, as President of LENCO MARINE, INC., a Florida corporation, on behalf of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) [] is personally known to me or [] has produced _____ (TYPE OF IDENTIFICATION) as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
(SEAL)  Commission # DD574820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

FAX AUDIT NUMBER: ((H08000208496 3))

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PLAN OF MERGER BETWEEN
LENCO MARINE, INC., a Florida corporation
AND
SOUTHERN MARINE, INC., a Florida corporation

This Plan of Merger has been adopted by the unanimous approval of the Board of Directors and Stockholders of LENCO MARINE, INC., a Florida corporation and by unanimous approval of the Board of Directors and Stockholders of SOUTHERN MARINE, INC., a Florida corporation, as follows:

1. **Names of Merging Corporations/Name of Surviving Corporation.** SOUTHERN MARINE, INC., a Florida corporation, shall merge into LENCO MARINE, INC., a Florida corporation. The surviving corporation shall be LENCO MARINE, INC., a Florida corporation.
2. **Terms and Conditions of Merger.** SOUTHERN MARINE, INC. a Florida corporation, shall be completely merged into LENCO MARINE, INC., a Florida corporation. SOUTHERN MARINE, INC. a Florida corporation, shall thereafter cease to exist.
3. **Conversion of Shares of Corporations.** The shares of stock in SOUTHERN MARINE, INC. a Florida corporation, shall be exchanged on a ten for one basis for shares of common stock in LENCO MARINE, INC., a Florida corporation, i.e., ten shares of SOUTHERN MARINE, INC. stock for one share of LENCO MARINE, INC. stock. There are no other classes of stock in either corporation, nor are there any shares in series.
4. **Laws of Respective States.** The laws of the States of Florida permit this merger.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(561) 287-2600
Fla. Bar No.: 250414

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5. **Governing Law/Florida Service of Process.** The surviving Florida corporation shall be governed by the laws of the State of Florida. The surviving Florida corporation hereby consents to be served with process in Florida by service upon the Secretary of State of the State of Florida in any proceeding for enforcement of any obligation of any constituent Florida corporation, i.e., the merged Florida corporation, or of any obligation of the surviving Florida corporation arising from this merger, including suits for appraisal rights under Florida law.

6. **Effective Date.** The effective date of the merger shall be July 2, 2008. This Plan of Merger was unanimously adopted by the Board of Directors and Stockholders of SOUTHERN MARINE, INC., a Florida corporation and by the unanimous approval of the Board of Directors and Stockholders of Lenco Marine, INC., a Florida corporation on this 2nd day of July, 2008.

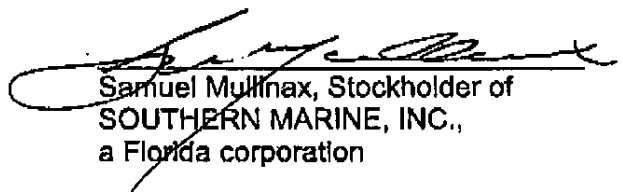
(Corporate Seal)

SOUTHERN MARINE, INC.,
a Florida corporation

By: _____


Richard DeVito
Its: President


Richard DeVito, Stockholder of
SOUTHERN MARINE, INC.,
a Florida corporation


Samuel Mullinax, Stockholder of
SOUTHERN MARINE, INC.,
a Florida corporation

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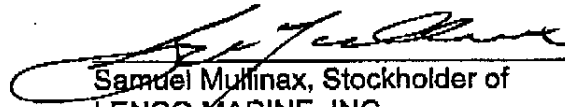
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LENCO MARINE, INC, a
Florida corporation

(Corporate Seal)

By: 
Richard DeVito
Its: President


Richard DeVito, Stockholder of
LENCO MARINE, INC.,
a Florida corporation


Samuel Mullinax, Stockholder of
LENCO MARINE, INC.,
a Florida corporation

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3 day of September, 2008 by Richard DeVito, individually as a stockholder and as President of SOUTHERN MARINE, INC., a Florida corporation, on behalf of the corporation and individually as a shareholder of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me or has produced _____ (TYPE OF IDENTIFICATION) as identification.

(SEAL)
NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
Commission # DDS74820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public, State of Florida

FAX AUDIT NUMBER: ((H08000208496 3))

FAX AUDIT NUMBER: ((H08000208496 3))

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3 day of September, 2008 by Samuel Mullinax, individually as a stockholder of SOUTHERN MARINE, INC., a Florida corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me or has produced _____ (TYPE OF IDENTIFICATION) as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
(SEAL) Commission # DD574820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

Debra Miller
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3 day of September, 2008 by Richard DeVito, individually as a stockholder and as President of LENCO MARINE, INC., a Florida corporation, on behalf of the corporation and individually as sole shareholder of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me or has produced _____ (TYPE OF IDENTIFICATION) as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
(SEAL) Commission # DD574820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

Debra Miller
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3 day of September, 2008 by Samuel Mullinax, individually as a stockholder LENCO MARINE, INC., a Florida corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me or has produced _____ (TYPE OF IDENTIFICATION) as identification.

NOTARY PUBLIC-STATE OF FLORIDA
Debra Miller
(SEAL) Commission # DD574820
Expires: AUG. 29, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

Debra Miller
Notary Public, State of Florida

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