

Division of Corporations

V68120

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.

Account Number : 072627002473

Phone : (305)856-2444

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MERGER OR SHARE EXCHANGE

YELLOWFIN YACHTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

YF YACHTS CORP., a Florida corp., P99000101947

INTO

YELLOWFIN YACHTS, INC., a Florida entity, V68120.

File date: June 6, 2001

Corporate Specialist: Susan Payne

FILED

Fax Audit No. H01000071750 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
YF YACHTS CORP.
INTO
YELLOWFIN YACHTS, INC.

The undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them, under Florida Statutes § 607.1105:

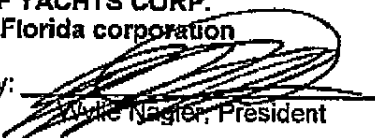
1. The names and jurisdictions of incorporation of all parties to the merger are the following:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
YF Yachts Corp.	Florida
Yellowfin Yachts, Inc.	Florida

2. The surviving corporation of the merger is Yellowfin Yachts, Inc.
3. The Plan and Agreement of Merger attached hereto as Exhibit "A" was approved in the name of and on behalf of each of the parties to the merger in accordance with the requirements of Chapter 607, Florida Statutes.
4. No amendments to the Articles of Incorporation of Yellowfin Yachts, Inc., the surviving corporation, are to be effected by the merger.
5. The Plan and Agreement of Merger was adopted by the sole shareholder of YF Yachts Corp., on June 1, 2001.
- The Plan and Agreement of Merger was adopted by the sole shareholder of Yellowfin Yachts, Inc., on June 1, 2001.
6. The merger shall be effected on the date that these Articles of Merger are filed with the Secretary of State of Florida.
7. Each share of Common Stock of YF Yachts Corp. shall be canceled.

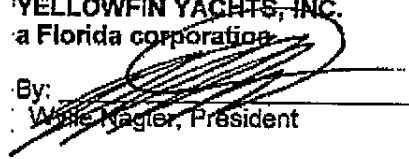
Dated: June 1, 2001.

YF YACHTS CORP.
a Florida corporation

By: 

Willie Nagler, President

YELLOWFIN YACHTS, INC.
a Florida corporation

By: 

Willie Nagler, President

Fax Audit No. H01000071750 3

This instrument prepared by:

Richard B. Ivans, Esq.

Florida Bar No. 137540

Katz, Barron, Squitero & Faust

2699 S. Bayshore Dr., 7th Floor

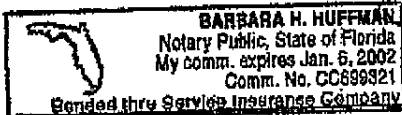
Miami, Florida 33133

Phone: (305)856-2444

Fax Audit No. H01000071750 3STATE OF FLORIDA)
COUNTY OF Monroe) ss:

Before me, the undersigned authority, personally appeared Wylie Nagler, President of YF Yachts Corp., a Florida corporation, who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 1 day of June, 2001.



Barbara H. Huffman
Notary Public
STATE OF FLORIDA

My Commission Expires: 01/06/02STATE OF FLORIDA)
COUNTY OF Monroe) ss:

Before me, the undersigned authority, personally appeared Wylie Nagler, President of Yellowfin Yachts, Inc., a Florida corporation, who is to me well known to be the person described in and who subscribed the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this 1 day of June, 2001.



Barbara H. Huffman
Notary Public
STATE OF FLORIDA

My Commission Expires: 01/06/02

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Fax Audit No. H01000071750 3

Exhibit "A"

**PLAN AND AGREEMENT OF MERGER OF
YF YACHTS CORP..
WITH AND INTO YELLOWFIN YACHTS, INC.**

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is made and entered into as of the 1 day of June, 2001 and constitutes a plan for the merger of YF YACHTS CORP. ("YF Yachts") with and into Yellowfin Yachts, Inc. ("Yellowfin"), each of them being a Florida corporation (collectively, the "Constituent Corporations").

1. Surviving Corporation. YF Yachts shall merge with and into Yellowfin with Yellowfin being the surviving corporation (the "Surviving Corporation").

2. Effective Date. The merger referred to above (the "Merger") shall be effective as of the date that the Articles of Merger ("Articles of Merger") are filed with the Secretary of State of Florida (the "Effective Date").

3. Terms and Conditions of Merger. On the Effective Date, the Merger shall be effective, with the effect provided by Section 607.1106, Florida Statutes, the separate existence of YF Yachts shall cease, the capital stock of YF Yachts shall be cancelled, and Yellowfin, as the Surviving Corporation, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation, as previously amended, and By-Laws of Yellowfin.

4. Articles of Incorporation, By-Laws, Directors and Officers. From and after the Effective Date, (a) the Articles of Incorporation of Yellowfin, as previously amended, shall constitute the Articles of Incorporation of the Surviving Corporation, until amended in accordance with the Florida General Corporation Act, (b) the By-Laws of Yellowfin shall constitute the By-Laws of the Surviving Corporation, until amended in accordance with the Articles of Incorporation of the Surviving Corporation, as in effect from time to time, the By-Laws of the Surviving Corporation and the Florida General Corporation Act, and (c) the directors and officers of Yellowfin shall continue in the respective offices of the Surviving Corporation until their successors have been elected or appointed and qualified.

5. Authority of Directors and Officers. The Boards of Directors and the Shareholders of both Constituent Corporations have deemed it advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that YF Yachts merge into and with Yellowfin. The approval and adoption of this Plan by the Board of Directors and the Shareholders of each of the Constituent Corporations shall be recorded in the minutes of their respective meetings, or in the resolutions respectively adopted by unanimous consent; and, unless previously

terminated in accordance with the terms hereof, the Constituent Corporations shall submit the Articles of Merger in the form attached hereto and incorporating the terms of this Plan for filing and recording in accordance with the applicable laws of the State of Florida.

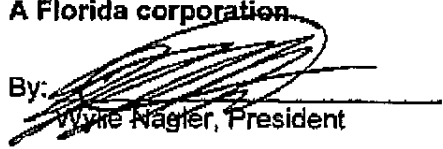
The Boards of Directors of both Constituent Corporations are hereby authorized, empowered, and directed to do all things and take all actions which they deem necessary and appropriate to carry out the purposes and intentions of this Plan, including, without limitation, the filing and recording of the Articles of Merger, tax returns and other documents with the appropriate officials of the State of Florida, the Internal Revenue Service, and any other governing bodies and the payment of all taxes due and payable thereunder.

6. Amendment. This Plan may be amended by majority vote of the Board of Directors of both Constituent Corporations at any time and in any respect.

7. Abandonment. This merger may be abandoned by majority vote of the Board of Directors of both Constituent Corporations at any time before the filing of the Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger to be executed on their respective behalf and caused its corporate seal to be affixed hereto and attested by its President and Secretary, all as of the day and year first above written.

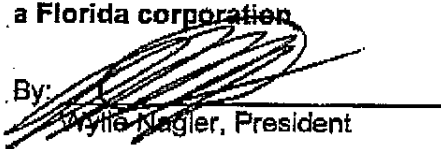
YF YACHTS CORP.,
A Florida corporation

By: 

Wyllie Nagler, President

[Corporate Seal]

YELLOWFIN YACHTS, INC.
a Florida corporation

By: 

Wyllie Nagler, President

[Corporate Seal]