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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**Estuary Corporation**

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G. MCLEOD

MAY 12 2009

EXAMINER

**CERTIFICATE OF MERGER
OF
NINEBEE, LLC
WITH AND INTO
ESTUARY CORPORATION**

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, entity type, and jurisdiction of the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ninebee, LLC 4310 Pablo Oaks Court Jacksonville, FL 32224-9631	Florida	Limited Liability Company

Florida Document
Registration Number: L05000102946

SECOND: The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Estuary Corporation 4310 Pablo Oaks Court Jacksonville, FL 32224-9631	Florida	Corporation

Florida Document
Registration Number: 153521

THIRD: The attached plan of merger set forth on Exhibit A hereto was approved by the domestic corporation and the limited liability company that are a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the State of Florida.

FIFTH: The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

SIXTH: The Certificate of Merger complies with and was executed in accordance with the laws of the applicable laws of the State of Florida.

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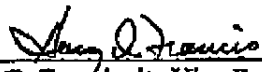
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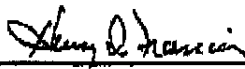
IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of the merging party and the surviving party, have executed this Certificate of Merger on behalf of each party.

NINEBEE, LLC,
a Florida limited liability company

BY: Estuary Corporation,
a Florida corporation,
its sole member

By 
Harry D. Francis, its Vice President

ESTUARY CORPORATION,
a Florida corporation

By 
Harry D. Francis, its Vice President

11/2009 14:57 850-245-6897

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Exhibit A

Plan of Merger

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 11th day of May, 2009, by and between Ninebee, LLC, a Florida limited liability company (the "Merged Entity"), and Estuary Corporation, a Florida corporation ("Surviving Party"), for the purposes of merging on the Effective Date (as defined below) the Merging Party with and into the Surviving Party in accordance with the Florida Limited Liability Company Act and the Florida Business Corporation Act, and the following agreements, terms and provisions set forth herein (the "Merger").

FIRST: The exact name, entity type, and jurisdiction of the merging parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ninebee, LLC 4310 Pablo Oaks Court Jacksonville, FL 32224-9631	Florida	Limited Liability Company

Florida Document
Registration Number: L05000102946

SECOND: The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Estuary Corporation 4310 Pablo Oaks Court Jacksonville, FL 32224-9631	Florida	Corporation

Florida Document
Registration Number: 153521

THIRD: On the Effective Date (as defined below) the separate existence of the Merged Entity shall cease and the Surviving Party shall be the surviving entity. Surviving Entity shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all

rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting member of the Merged Entity or the member of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

FOURTH: (A) The manner and basis of converting the membership interests of the Merged Entity, and the nature and amount of securities of the Surviving Entity, which the holders of the membership interests of the Merged Entity are to receive in exchange for such membership interest are as follows:

1. Nineber, LLC. Each unit of membership interest of the Merged Entity issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be cancelled and extinguished and shall cease to exist.

2. Estuary Corporation Each share of the Surviving Entity issued and outstanding on the Effective Date and all rights in respect thereof, by virtue of the Merger and without any action on the part of the holder, remain outstanding as one share of capital stock.

(B) There are no rights to acquire membership interests in the Merged Entity or shares of capital stock in the Surviving Entity.

FIFTH: (A) Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Estuary Corporation.

(B) Articles of Incorporation. The Articles of Incorporation of Estuary Corporation, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Entity until changed or amended as provided by the Florida Business Corporation Act.

(C) Bylaws. The Bylaws of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until changed or amended as provided by the Florida Business Corporation Act.


SIXTH: Effective Date. The Effective Date of the merger shall be May 31, 2009.

[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

NINEBEE, LLC,
a Florida limited liability company

BY: Estuary Corporation,
a Florida corporation,
its sole member

By 
Harry D. Francis, its Vice President

ESTUARY CORPORATION,
a Florida corporation

By 
Harry D. Francis, its Vice President