

Document Number Only

310529

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
98 FEB 27 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700002443287--7  
-03/02/98--01002--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

700002443287--7  
-03/02/98--01002--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE  
3/1/98

Gulfwind USA Acquisition Corp.

merging into:

Gulfwind USA, Inc.

Merger

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger      |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Foreign               |   |   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 3:30             |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out              |   |   |

Name Availability	3/3/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

2/27

\*00789, 00721, 00672

Thanks

RECEIVED  
98 FEB 27 PM 4:23  
DIVISION OF CORPORATION

**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**GULFWIND USA ACQUISITION CORP.**, a Delaware corporation not authorized  
to transact business in Florida

**INTO**

**GULFWIND USA, INC.**, a Florida corporation, 310529.

File date: February 27, 1998 , effective March 1, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

*Walk-IN*

*Pick-up*

*3/3/98*

*Please back date*

March 2, 1998

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: GULFWIND USA, INC.  
Ref. Number: 310529

We have received your document for GULFWIND USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 498A00011433

RECEIVED  
98 MAR -3 AM 11:41  
DIVISION OF CORPORATION

EFFECTIVE DATE  
3/1/98

ARTICLES OF MERGER  
MERGING  
GULFWIND USA ACQUISITION CORP.  
WITH AND INTO  
GULFWIND USA, INC.

FILED  
98 FEB 27 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **Gulfwind USA Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Gulfwind USA, Inc.**, a Florida corporation (the "Company"), hereby adopt and submit the following Articles of Merger merging Acquisition with and into the Company (the "Merger"):

- FIRST:** The Plan of Merger, which has been approved and adopted by the Boards of Directors and shareholders of Acquisition and the Company respectively, is attached hereto as Exhibit A.
- SECOND:** The effective date of the Merger shall be March 1<sup>st</sup>, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.
- THIRD:** The Board of Directors of Acquisition adopted the Plan of Merger on January 30, 1998, and the shareholders of Acquisition adopted and approved the Plan of Merger on January 30, 1998. The Board of Directors of the Company adopted the Plan of Merger on January 30, 1998, and the shareholders of the Company adopted and approved the Plan of Merger on January 30, 1998.
- FOURTH:** These Articles of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused these Articles of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

GULFWIND USA ACQUISITION  
CORP., a Delaware corporation

GULFWIND USA, INC., a Florida  
corporation

By: [Signature]  
Name: William H. McGinnis Jr.  
Its: President

By: [Signature]  
Name: William H. McGinnis Jr.  
Its: President

2. **Name of Surviving Corporation.** The name of the surviving corporation shall be "Gulfwind USA, Inc." (the "Surviving Corporation").

3. **Conversion of Shares.** The manner and basis of converting the shares of Acquisition and the Company is as follows:

Each share of the Company stock issued and outstanding immediately prior to the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be deemed to represent the right to receive the number of shares of the common stock, par value \$.001 per share, of MarineMax, Inc., a Delaware corporation and the parent corporation of Acquisition ("MarineMax") as set forth in the Agreement and Plan of Organization, by and among MarineMax, Acquisition and the Company. Each share of the Company stock that is held by the Company as treasury stock shall be cancelled and retired and no shares of the stock of MarineMax or other consideration shall be delivered or paid in exchange therefor. Each share of the stock of Acquisition issued and outstanding immediately prior to the Effective Date of the Merger, shall, by virtue of the Merger and without any action on the part of MarineMax, automatically be cancelled.

4. **Effective Date.** The effective date of the Merger shall be March 1<sup>st</sup>, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.

5. **Abandonment.** This Plan of Merger may be abandoned at any time prior to the Effective Date by action of the Board of Directors of either Acquisition or the Company.

6. **Counterparts.** This Plan of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

**EXHIBIT A**

**PLAN OF MERGER  
MERGING  
GULFWIND USA ACQUISITION CORP.,  
a Delaware corporation  
WITH AND INTO  
GULFWIND USA, INC.,  
a Florida corporation**

This Plan of Merger is made and entered into by and between **Gulfwind USA Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Gulfwind USA, Inc.**, a Florida corporation (the "Company"), whereby Acquisition will merge with and into the Company (the "Merger").

**RECITALS**

A. This Plan of Merger has been adopted by the Boards of Directors of Acquisition and the Company respectively, and has been recommended to the shareholders of Acquisition and the Company respectively.

B. A majority of each class of shareholders, entitled to vote on the Plan of Merger, of Acquisition and the Company have voted on and approved the terms of this Plan of Merger in accordance with General Corporation Law of the State of Delaware and the Florida 1989 Business Corporation Act respectively.

C. The General Corporation Law of the State of Delaware permits the Merger as contemplated in this Plan of Merger.

D. Acquisition has complied with the applicable requirements of the General Corporation Law of the State of Delaware in effecting the Merger contemplated by this Plan of Merger.

**AGREEMENT**

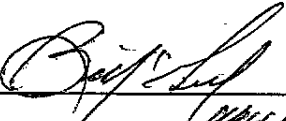
NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, Acquisition and the Company hereby agree as follows:

1. **Names of Merging Corporations.** The name of each corporation planning to merge pursuant to this Plan of Merger is as follows:

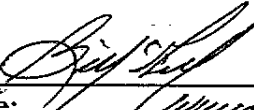
- a) "Gulfwind USA Acquisition Corp."; and
- b) "Gulfwind USA, Inc."

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused this Plan of Merger to be executed in their respective corporate names on this 30<sup>th</sup> day of January, 1998.

**GULFWIND USA ACQUISITION  
CORP.**, a Delaware corporation

By:   
Name: William H. McGraw  
Its: President

**GULFWIND U S A , INC.**, a Florida corporation

By:   
Name: William H. McGraw  
Its: President