

310529

CT CORPORATION SYSTEM

FILED

00 DEC 20 PM 4:34

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulfwind USA, Inc. Merging: MarineMax of Brevard County, Inc.

500003509455--1
-12/22/00--01077--026
*****8.75 *****8.75

- | | | |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/20/00

Order#: 3481680

*Merger
12-22-00
WHS*

Ref#: _____
EFFECTIVE DATE
12-29-00

Amount: \$ _____

500003509455--1
-12/21/00--01001--013
*****70.00 *****70.00
500002309455--026-1
*****8.75 *****8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

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

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

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 700A00063971

Please back-date

*Thom
Jeff*

Need cc

RECEIVED
00 DEC 22 AM 11: 29
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARINEMAX OF BREVARD COUNTY, INC., a Delaware corporation,
F98000004977

INTO

GULFWIND USA, INC., a Florida entity, 310529

File date: December 21, 2000, effective December 29, 2000

Corporate Specialist: Doug Spitler

FILED

00 DEC 20 PM 4:34

**ARTICLES OF MERGER
MERCING
MARINEMAX OF BREVARD COUNTY, INC.,
A DELAWARE CORPORATION,
WITH AND INTO
GULFWIND USA, INC.,
A FLORIDA CORPORATION**

OFFICE OF THE CLERK OF THE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 252 of the General Corporation Law of the state of Delaware and Sections 607.1101, 607.1103, 607.1105, and 607.1107 of the Florida Business Corporation Act, MarineMax of Brevard County, Inc., a Delaware corporation ("MarineMax"), and Gulfwind USA, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging MarineMax with and into the Surviving Corporation (the "Merger").

FIRST: The Agreement and Plan of Merger for the Merger (the "Plan of Merger") is attached hereto as Exhibit A.

SECOND: The names of the corporations that are the parties to the Merger are MarineMax of Brevard County, Inc., a Delaware corporation and Gulfwind USA, Inc., a Florida corporation.

THIRD: The Merger shall be become effective on December 29, 2000 (the "Effective Time").

FOURTH: An executed Agreement and Plan of Merger is on file at the Surviving Corporation's office. The Surviving Corporation will furnish, on written request and without cost, to any shareholder of MarineMax and the Surviving Corporation, a copy of the Plan of Merger.

FIFTH: The Articles of Incorporation of the Surviving Corporation shall, as of the Effective Time, continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

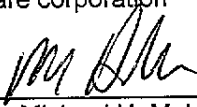
SIXTH: The stockholders of MarineMax approved the Plan of Merger in accordance with the laws of the state of Delaware. The shareholders of the Surviving Corporation approved the Plan of Merger pursuant to Section 607.1103 of the Florida Business Corporation Act. The Board of Directors of MarineMax and the Surviving Corporation have each duly authorized the Plan of Merger by all action required by the laws under which each entity is incorporated or organized and by each of its constituent documents.

SEVENTH: The Plan of Merger was approved by (A) the unanimous written consent of the Board of Directors and stockholders of MarineMax as of December 19, 2000, and (B) the unanimous written consent of the Board of Directors and shareholders of Gulfwind USA as of December 19, 2000.

EFFECTIVE DATE
12-29-00

IN WITNESS WHEREOF, each of MarineMax and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 19 day of December, 2000.

MARINEMAX OF BREVARD COUNTY, INC., a
Delaware corporation

By: 
Name: Michael H. McLamb
Title: Vice President

GULFWIND USA, INC., a Florida corporation

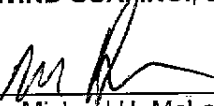
By: 
Name: Michael H. McLamb
Title: Vice President

EXHIBIT A

Agreement and Plan of Merger

See attached

**AGREEMENT AND PLAN OF MERGER
MERCING
MARINEMAX OF BREVARD COUNTY, INC.
WITH AND INTO
GULFWIND USA, INC.**

This Agreement and Plan of Merger has been prepared in accordance with Section 252(c) of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Business Corporation Act.

1. **Surviving Corporation.** MarineMax of Brevard County, Inc., a Delaware corporation ("MarineMax"), shall be merged (the "Merger") with and into Gulfwind USA, Inc., a Florida corporation ("Gulfwind"). Gulfwind shall be the corporation surviving the Merger.

2. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), and as of the Effective Date, Gulfwind shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of MarineMax and Gulfwind.

3. **Officers.** The officers of Gulfwind immediately prior to the Effective Date shall be the officers of Gulfwind as of and after the Effective Date, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

4. **Directors.** The directors of Gulfwind immediately prior to the Effective Date shall be the directors of Gulfwind, and each of them shall hold office until their respective successor is elected and qualified, or until their earlier resignation or removal.

5. **Bylaws.** The Bylaws of Gulfwind that are in effect immediately prior to the Effective Date shall be the Bylaws of Gulfwind as of and after the Effective Date.

6. **Exchange of Shares.** As of the Effective Date, all issued and outstanding shares of MarineMax shall become issued and outstanding shares of Gulfwind at a rate of one (1) share of Gulfwind for each share of MarineMax issued and outstanding; provided, however, no fractional shares of Gulfwind shall be issued and therefore all fractional shares of Gulfwind after the conversion shall be rounded to the nearest whole number. No further action of the stockholders of MarineMax is required to effect the conversion. All shares of MarineMax issued and outstanding prior to the Merger shall be cancelled as of the Effective Date.

7. **Articles of Incorporation.** The Articles of Incorporation of Gulfwind that is in effect immediately prior to the Effective Date shall be the Articles of Incorporation of Gulfwind as of and after the Effective Date.

8. **Further Assurance of Title.** From time to time, as and when requested by Gulfwind or by its successors and assigns, there shall be executed and delivered on behalf of MarineMax such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in Gulfwind the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of MarineMax, and otherwise carry out the purposes of this Plan and Agreement of Merger, and the directors and appropriate officers of Gulfwind are fully authorized in the name and on behalf of MarineMax or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. **Prior Corporate Acts.** All corporate acts, plans, policies, contracts, approvals and authorizations of MarineMax, its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, that were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of Gulfwind and shall be as effective and binding thereon as the same were with respect to MarineMax. On the Effective Date, the employees and agents of MarineMax shall become the employees and agents of Gulfwind and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of MarineMax.

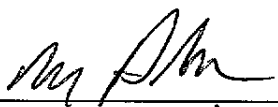
10. **Service of Process on Gulfwind.** Gulfwind agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligations of MarineMax arising from the Merger, including any suit or other proceeding to enforce the rights of any dissenting shareholders of MarineMax against Gulfwind pursuant to the provisions of the Arizona Business Corporation Act.

11. **Irrevocable Appointment of the Delaware Secretary of State.** Gulfwind irrevocably appoints the Delaware Secretary of State as its agent to accept service of process.


This Plan and Agreement of Merger was adopted and approved by the Board of Directors of MarineMax by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of MarineMax of Brevard County, Inc., dated as of December 19, 2000, and by the Board of Directors of Gulfwind by Unanimous Written Consent in Lieu of a Special Meeting of the Board of Directors of Gulfwind USA, Inc., dated as of December 19, 2000.

IN WITNESS WHEREOF, the undersigned officers of MarineMax of Brevard County, Inc. and Gulfwind USA, Inc. acknowledge that the facts stated herein are true.

MARINEMAX OF BREVARD COUNTY,
INC.

By: 
Name: Michael H. McLamb
Title: Vice President

GULFWIND USA, INC.

By: 
Name: Michael H. McLamb
Title: Vice President