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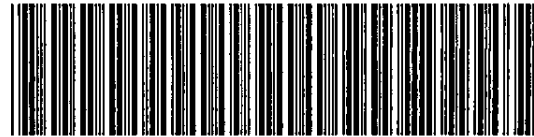
(Business Entity Name)

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FILED
2017 MAR 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Apr: 1, 2017

Merger / CC

MAR 28 2017

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Beauport Cruiselines, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

John D. Cunningham, III

Contact Person

Cunningham & Cunningham, LLP

Firm/Company

59 Main Street

Address

Gloucester, MA 01930

City, State and Zip Code

j.cunningham@cunningham.cc

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John D. Cunningham, III

at (978) 281-0006

Name of Contact Person

Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
April 1, 2017

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauport Princess Cruiselines, Inc.	Florida	Corporation
Beauport Cruiselines, LLC	Massachusetts	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauport Cruiselines, LLC	Massachusetts	Limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, 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, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 1, 2017

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

6 Rowe Square



Gloucester, MA 01930

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Beauport Princess Cruiselines, Inc.		Sheree Zizik
Beauport Cruiselines, LLC		Sheree Zizik

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauport Princess Cruiselines, Inc.	Florida	Corporation
Beauport Cruiselines, LLC	Massachusetts	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Beauport Cruiselines, LLC	Massachusetts	Limited liability company

THIRD: The terms and conditions of the merger are as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Beauport Cruiselines, Inc., a Massachusetts limited liability company, is the survivor. It's manager is

Sheree Zizik, 6 Rowe Square, Gloucester, MA 01930.

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not applicable.

(Attach additional sheet if necessary)

PLAN OF MERGER

Plan of Merger dated February 28th, 2017, by and between Beauport Cruiselines, LLC, a Massachusetts limited liability company ("Beauport" or the "Surviving Entity") and Beauport Princess Cruiselines, Inc., a Florida corporation ("Florida").

WHEREAS, Beauport and Florida deem it in the best interests of each entity and their respective members and shareholders that Florida merge into Beauport pursuant to this Plan and Part 11 of the Massachusetts Business Corporation Act;

NOW, THEREFORE, Beauport and Florida, each in consideration of the other party joining in the execution and delivery of this plan, hereby act and agree as follows:

1. **Merger and Surviving Corporation.** On the Effective Date of the Merger (as hereinafter defined), (a) Florida shall be merged into Beauport, (b) Beauport shall be the surviving entity, and in such capacity is hereinafter sometime referred to as the "Surviving Entity" and (c) the separate existence of Florida shall cease.
2. **Conversion of Shares.** On the Effective Date of the Merger, each share of common stock of Florida then issued and outstanding shall be converted into membership interests in the Surviving Entity. Thereupon, certificates for shares of common stock of Florida ("Florida Common Certificates") shall entitle the holders thereof to receive membership interests in the Surviving Entity upon presentation and surrender of the Florida Common Certificates to the Surviving Entity. Pending presentation and surrender, such Florida Common Certificates shall be deemed for all purposes, to evidence ownership of membership interests in the Surviving Entity into which the shares of Florida shall have been so converted.
The membership interests of Beauport then issued and outstanding shall not be converted as a result of the merger, but shall remain outstanding as membership interests of the Surviving Entity.
3. **Articles of Organization and Bylaws.** The Certificate of Organization of Beauport, as in effect on the effective date of the merger, shall be the Certificate of Organization of the Surviving Entity.
4. **Managers and Officers.** The Manager(s) and Officer(s) of Beauport shall continue to serve as the Manager and Officer of the Surviving Entity, until their resignation or removal or until their successors have been elected and qualified.
5. **Member and Shareholder Approval.** This Plan shall be submitted to the members of Beauport and the shareholders of Florida at a meeting thereof called for the purpose of considering and acting upon this Plan or adopted by consent approval.
6. **Effective Date of Merger.** As used herein, the term "Effective Date of the Merger" shall mean the date of filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

7. Articles of Merger. Following the approval of this Plan by vote of the holders of all of the shares of each class of stock of Florida outstanding and entitled to vote on the question and the approval of all members of Beauport, Articles of Merger consistent with the terms of this Plan shall be filed with the Secretary of the Commonwealth of Massachusetts pursuant to the Massachusetts Business Corporation Act and with the Secretary of State of Florida.
8. Abandonment. The merger contemplated by this Plan may be abandoned under MBCA Section 11.08 by mutual consent and agreement of Beauport and Florida at any time prior to effective date of the Articles of Merger.

WITNESS the execution hereof under seal on the day and year first above written.

Beauport Cruiselines, LLC

By Sheree Zizik
Sheree Zizik, Manager

Beauport Princess Cruiselines, Inc.

By Sheree Zizik
Sheree Zizik, Manager

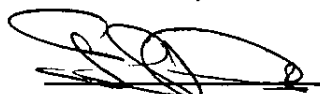
ACTION BY MEMBERS AND MANAGER
OF BEAUPORT CRUISELINES, LLC

VOTED: That the Plan of Merger between Beauport Cruiselines, LLC and Beauport Princess Cruiselines, Inc., substantially in the form submitted, is hereby approved, and the Manager is hereby authorized and directed to take such action and to execute and deliver such instruments as each such Manager may deem necessary or appropriate to consummate the Plan of Merger as conclusively evidenced by such execution and delivery.

Dated this 28th day of February, 2017.


Sheree Zizik, Manager


Sheree Zizik, Member


James S. Davis, Member