

472973

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MERGER OR SHARE EXCHANGE

LAND 'N' SEA DISTRIBUTING, INC.

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merge

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Land 'N' Sea Distributing, Inc.</u>	<u>Florida</u>	<u>472973</u>

EFFECTIVE DATE
12/31/07

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Kellogg Marine, Inc.</u>	<u>Connecticut</u>	<u>N/A</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

At the close of business on

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 29, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 29, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Land 'N' Sea Distributing, Inc.

Martha T. Vaughn

Marsha T. Vaughn, Assistant Secretary

Kellogg Marine, Inc.

Murphy & Thompson

Marcha T. Vaughn, Assistant Secretary

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EXHIBIT A

FLORIDA PLAN OF MERGER

This PLAN OF MERGER was adopted for the purpose of merging Kellogg Marine, Inc. ("Kellogg Marine"), a Connecticut corporation, into Land 'N' Sea Distributing, Inc. ("Distributing"), a Florida corporation. Distributing is the surviving corporation and Kellogg Marine is the merging corporation.

1. Distributing, hereby merges Kellogg Marine into Distributing.
2. The separate existence of Kellogg Marine shall cease upon the effective date of the merger pursuant to the provisions of the Connecticut Business Corporation Act and Distributing shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of Florida.
3. The issued shares of Kellogg Marine shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Kellogg marine and of Distributing respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger herein provided for.
5. The merger shall become effective at the close of business on December 31, 2007.