

649685

LAW OFFICES

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Mark S. Peters
David M. Presnick
James S. Theriac, III

Reply To: Cocoa

Mariner Square
Suite 302
96 Willard Street
Cocoa, Florida 32922-7998
Telephone (407) 639-1320
Fax (407) 639-6690

Imperial Plaza
Suite B104
6769 N. Wickham Road
Melbourne, Florida 32940
Telephone (407) 259-6611
Fax (407) 259-6624

May 23, 1997

Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002191683--5
-05/27/97--01086--005
*****70.00 *****70.00

RE: Merger of Indian Cove Marina Too, Inc and Indian Cove Marina, Inc.

Dear Ladies and Gentlemen:

Enclosed is our firm's check in the amount of \$70.00 payable to the Secretary of State for the merger of Indian Cove Marina Too, Inc. into Indian Cove Marina, Inc. Enclosed is the Articles of Merger.

Please call us if we can answer any questions.

Sincerely yours,

AMARI, THERIAC & EISENMENGER, P.A.

Vicki C. Irwin

Vicki C. Irwin, Esquire

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JUN 12 PM 3:07

menger

JUN 13 1997

LAW OFFICES
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Attorneys and Counselors At Law

Richard S. Amari
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Imperial Plaza
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Telephone (407) 259-6611
Fax (407) 259-6624

June 10, 1997

Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter Number 597A00030140/Ref. Number 649685

Dear Ladies and Gentlemen:

Enclosed is our revised Plan and Agreement of Merger and Articles of Merger for Indian Cove Marina, Inc. and Indian Cove Marina Too, Inc. Pursuant to our conversation with Thelma Lewis on June 10, 1994, the additional language in the Plan and Agreement of Merger should now meet statutory requirements. We have also enclosed a self-addressed, stamped envelope for your convenience.

Please call us if we can answer any questions.

Sincerely yours,

AMARI, THERIAC & EISENMENGER, P.A.


Vicki C. Irwin, Esquire

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 4, 1997

VICKI C. IRWIN, ESQ.
AMARI, THERIAC & EISENMENGER, P.A.
SUITE 302, 96 WILLARD STREET
COCOA, FL 32922-7998

SUBJECT: INDIAN COVE MARINA, INC.
Ref. Number: 649685

We have received your document for INDIAN COVE MARINA, 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 merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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 (904) 487-6905.

Call 5/10 re: to this OK?
Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 597A00030140

RECEIVED
97 JUN 12 AM 7:05
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INDIAN COVE MARINA TOO, INC., a Florida corporation, P93000045029

INTO

INDIAN COVE MARINA, INC., a Florida corporation, 649685.

File date: June 12, 1997

Corporate Specialist: Thelma Lewis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 3:07

ARTICLES OF MERGER

Pursuant to Sections 607.1101, 607.1103, and 607.1105 of the Florida Business Corporation Act (the "Act"), INDIAN COVE MARINA TOO, INC., a Florida for profit corporation and INDIAN COVE MARINA, INC., a Florida for profit corporation adopt the following Articles of Merger for the purpose of merging INDIAN COVE MARINA TOO, INC. (hereinafter referred to as the "merged corporation") into INDIAN COVE MARINA, INC. under the name INDIAN COVE MARINA, INC. (hereinafter referred to as the "surviving corporation"), the latter of which is to survive the merger.

ARTICLE I

That certain Plan and Agreement of Merger (the "Agreement") dated May 13, 1997, by and between the surviving corporation and the merged corporation, attached hereto and made a part hereof, was duly approved by the shareholders of the aforementioned corporations pursuant to Section 607.1101 of the Act on May 13, 1997.

ARTICLE II

Of the four (4) shareholders entitled to vote as a class upon the Agreement on behalf of the surviving corporation, the four (4) shareholders have consented and authorized the Agreement by written consent in accordance with Sections 607.1101 and 607.1103 of the Act on May 13, 1997.

ARTICLE III

Of the four (4) shareholders entitled to vote as a class upon the Agreement on behalf of the merged corporation, the four (4) shareholders have consented and authorized the Agreement by written consent in accordance with the Sections 607.1101 and 607.1103 of the Act on May 13, 1997.

ARTICLE IV

The effective date of the merger shall be the date of filing with the Secretary of State of the State of Florida.

INDIAN COVE MARINA, INC., a Florida
corporation

By: Richard S. Amari
RICHARD S. AMARI, President

Attest: Richard S. Amari
RICHARD S. AMARI, Secretary

INDIAN COVE MARINA TOO, INC., a
Florida corporation

By: Richard S. Amari
RICHARD S. AMARI, President

Attest: Richard S. Amari
RICHARD S. AMARI, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of May, 1997, by
RICHARD S. AMARI, who executed the foregoing as the president and secretary of INDIAN
COVE MARINA, INC., a Florida corporation, ☒ who is personally known to me, or ☐ who has
produced _____ as identification, and who did/did not take an oath.

Shauny S. Kronfeld
NOTARY PUBLIC, State of Florida
Print Name: SHAUNY S. KRONFELD


My commission expires:



Shauny S. Kronfeld
My Commission CC584048
Expires Sep. 10, 2000

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of May, 1997, by **RICHARD S. AMARI**, who executed the foregoing as the president and secretary of **INDIAN COVE MARINA TOO, INC.**, a Florida corporation, and ☒ who is personally known to me, or ☐ who has produced _____ as identification, and who did/did not take an oath.



NOTARY PUBLIC, State of Florida
Print Name: SHAUNY S KRONFELD

My commission expires:



Shauny S Kronfeld
My Commission CC584048
Expires Sep. 10, 2000

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER dated this 13th day of May, 1997, by and between **INDIAN COVE MARINA TOO, INC.**, a Florida for profit corporation (hereinafter referred to as the "merged corporation") and **INDIAN COVE MARINA, INC.**, a Florida for profit corporation (hereinafter referred to as the "surviving corporation").

W I T N E S S E T H

WHEREAS, both the surviving corporation and the merged corporation are corporations duly organized and existing under the laws of the State of Florida; and

WHEREAS, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act") the merged corporation is permitted to merge into the surviving corporation; and

WHEREAS, the surviving corporation and the merged corporation have agreed that the merged corporation shall merge into the surviving corporation upon the terms and conditions and in the manner set forth in this agreement and in accordance with the applicable laws of the State of Florida and the Act.

NOW THEREFORE, for and in consideration of the mutual covenants, agreements provisions, grants, warranties and representations contained in this agreement and in order to consummate the transaction described above, the merged corporation and the surviving corporation agree as follows:

1. The merged corporation shall be merged into the surviving corporation on the effective date set forth herein, and shall thereafter continue as a single corporation upon the terms and conditions of this agreement and the surviving corporation's name shall be the name of the surviving corporation, namely **INDIAN COVE MARINA, INC.**

2. The purposes, the registered agent and the address of the registered office of the surviving corporation shall be as appears in the Articles of Incorporation of the surviving corporation, **INDIAN COVE MARINA, INC.** as amended by this Plan and Agreement of Merger as on file with the Office of the Secretary of State of the State of Florida on the date of this agreement. The Board of Directors of the surviving corporation and the merged corporation shall constitute the new board of directors of the surviving corporation, and the Articles of Incorporation and the By-Laws of the surviving corporation, as the case may be, shall reflect such decrease in the number of directors to two (2) of the surviving corporation. If on the effective date of the merger any vacancy exists on the board of directors of either the merged or surviving corporation, that vacancy may be filled in the manner provided in the By-Laws of the surviving corporation.

3. The By-Laws of **INDIAN COVE MARINA, INC.** in effect on the effective date of the merger shall be the By-Laws of the surviving corporation until altered, amended or repealed or until new By-Laws shall be adopted in accordance with the provisions hereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

4. Persons who upon the effective date of the merger shall constitute the officers of the surviving corporation shall be the persons constituting the officers of the surviving corporation on the effective date.

5. Prior to the effective date of merger, the merged corporation had three hundred (300) shares issued and outstanding and the surviving corporation had three hundred fifty (350) shares issued and outstanding. The shareholders of the surviving corporation and the merged corporation are composed of the same four individuals with identical interests in each corporation. Upon the effective date of merger, the shareholders of the merged corporation will surrender their stock for cancellation, but will not convert their shares in the merged corporation into shares of the surviving corporation. Upon the effective date of merger, the proportionate interest of each shareholder in the surviving corporation will remain unchanged.

6. On the effective date of the merger, all assets, rights, liabilities and duties of the merged corporation shall then attach to the surviving corporation and may be exercised by it or enforced against it to the same extent as if those rights, liabilities and duties had been incurred or contracted by it.

7. This agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon the merged corporation and the surviving corporation, and their respective successors and assigns.

8. The effective date of the merger shall be 13th day of May, 1997, or such later date as the Articles of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the duly authorized officers of the merged corporation and the surviving corporation, have signed this plan and agreement of merger as of the date first above written.

INDIAN COVE MARINA, INC.,
a Florida corporation

By: _____

RICHARD S. AMARI, President

Attest: *Richard S. Amari*

RICHARD S. AMARI, Secretary

INDIAN COVE MARINA, TOO, INC., a
Florida corporation

By: *Richard S. Amari*

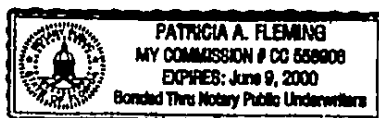
RICHARD S. AMARI, President

Attest: *Richard S. Amari*

RICHARD S. AMARI, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of May, 1997, by **RICHARD S. AMARI**, who executed the foregoing as the president and secretary of **INDIAN COVE MARINA, INC.**, a Florida corporation, and ☒ who is personally known to me, or ☐ who has produced sufficient identification, and who did/did not take an oath.



Patricia A. Fleming
NOTARY PUBLIC, State of Florida

Print Name: PATRICIA A. FLEMING

My commission expires:

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of May, 1997, by **RICHARD S. AMARI**, who executed the foregoing as the president and secretary of **INDIAN COVE MARINA TOO, INC.** a Florida corporation, and ☒ who is personally known to me, or ☐ who has produced sufficient identification, and who did/did not take an oath.



Patricia A. Fleming
NOTARY PUBLIC, State of Florida

Print Name: PATRICIA A. FLEMING

My commission expires: