

F07000003724

Florida Department of State
Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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MERGER OR SHARE EXCHANGE

MarineMax East, Inc.

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September 25, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MARINEMAX EAST, INC.
18167 US HWY 19 N, SUITE 300
CLEARWATER, FL 33764

SUBJECT: MARINEMAX EAST, INC.
REF: F07000003724

RESUBMIT

Please give original
submission date as file date.

*Please give DATE!
(25th)*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must reflect the correct document numbers.

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) 245-6916.

Carol Mustain
Document Specialist

FAX Aud. #: H07000238514
Letter Number: 807A00056305

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERCING
BASSETT BOAT COMPANY
WITH AND INTO
MARINEMAX EAST, INC.

H070002385143
9-30-07

The following articles of merger are being submitted in accordance with section 607.1105 of the Florida Business Corporation Act.

- 1. The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
MarineMax East, Inc.	Delaware	F0700000372

- 2. The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Bassett Boat Company	Florida	K07011

- 3. The Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").
- 4. The effective date of the merger shall be September 30, 2007 at 11:59 p.m. EST.
- 5. The Plan of Merger was approved by the sole shareholder of the surviving corporation on September 21, 2007.
- 6. The Plan of Merger was approved by the sole shareholder of the merging corporation on September 21, 2007.

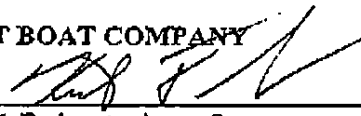
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TALLAHASSEE, FLORIDA
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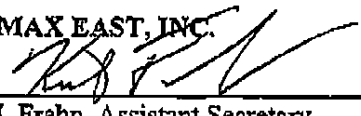
Dated: September 21, 2007

BASSETT BOAT COMPANY

By: 
Kurt M. Frahn, Assistant Secretary

Dated: September 21, 2007

MARINEMAX EAST, INC.

By: 
Kurt M. Frahn, Assistant Secretary

SEP. 26. 2007 11:25AM C S C

NO. 661 P. 5

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EXHIBIT A

Agreement and Plan of Merger

(Attached)

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**AGREEMENT AND PLAN OF MERGER
MERCING
BASSETT BOAT COMPANY,
MARINEMAX OF GEORGIA, INC.,
MARINEMAX OF MISSOURI, INC.,
MARINEMAX OF NORTH CAROLINA, INC.,
AND
MARINEMAX OF OHIO, INC.,
WITH AND INTO
MARINEMAX EAST, INC.**

This Plan of Merger has been prepared in accordance with Sections 251 and 252 of Delaware General Corporation Law (the "DGCL"), Section 607.1101 of the Florida Business Corporation Act, Section 14-2-1101 of the Georgia Business Corporation Code, and Section 55-1101 of the North Carolina Business Corporation Act.

1. **The Merger; Surviving Corporation.** Bassett Boat Company, a Florida corporation ("Bassett"), MarineMax of Georgia, Inc., a Georgia corporation ("MarineMax GA"), MarineMax of Missouri, Inc., a Delaware corporation ("MarineMax MO"), MarineMax of North Carolina, Inc., a North Carolina corporation ("MarineMax NC"), and MarineMax of Ohio, Inc., a Delaware corporation ("MarineMax OH") and collectively with Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH, the "Merging Entities", shall be merged (the "Merger") with and into MarineMax East, Inc., a Delaware corporation ("Survivor"), and thereupon the separate existence of the Merging Entities shall cease, and Survivor, as the surviving corporation, shall continue to exist and be governed by the DGCL.

2. **Effective Date of Merger; Rights and Obligations.** The Merger shall be effective as of September 30, 2007 at 11:59 p.m. EST (the "Effective Date"). As of the Effective Date, Survivor shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of Survivor and the Merging Entities.

3. **Certificate of Incorporation; Bylaws.**

(a) The Certificate of Incorporation of Survivor that is in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of Survivor as of and after the Effective Date.

(b) The Bylaws of Survivor that are in effect immediately prior to the Effective Date shall be the Bylaws of Survivor as of and after the Effective Date.

4. **Directors and Officers.** The directors of Survivor immediately prior to the Effective Date shall be the directors of Survivor, and the officers of Survivor immediately prior to the Effective Date shall be the officers of Survivor as of and after the Effective Date; in each case, such directors and officers shall serve until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and the Bylaws of Survivor, or until their earlier resignation or removal.

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5. **Effect of Capital Stock** As of the Effective Date, all issued and outstanding shares of capital stock of the Merging Entities shall automatically be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor.

6. **Further Assurance of Title** From time to time, as and when requested by Survivor or by its successors and assigns, there shall be executed and delivered on behalf of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH 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 Survivor the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH, and otherwise carry out the purposes of this Agreement and Plan of Merger, and the directors and appropriate officers of Survivor is fully authorized in the name and on behalf of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. **Prior Corporate Acts** All corporate acts, plans, policies, contracts, approvals and authorizations of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH, their stockholders, boards of directors, committees elected or appointed by the boards 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 Survivor and shall be as effective and binding thereon as the same were with respect to each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH. On the Effective Date, the employees and agents of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH shall become the employees and agents of Survivor and shall continue to be entitled to the same rights and benefits they enjoyed as employees and agents of each of Bassett, MarineMax GA, MarineMax MO, MarineMax NC, and MarineMax OH.

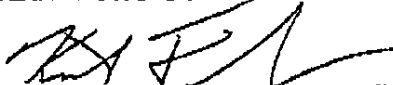
This Agreement and Plan of Merger was adopted and approved by Joint Action By Unanimous Consent in Writing of the Sole Stockholder and the Board of Directors of each of the Merging Entities and Survivor, dated as of September 21, 2007.

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IN WITNESS WHEREOF, the undersigned officers of Survivor and Merging Entities acknowledge that the facts stated herein are true.

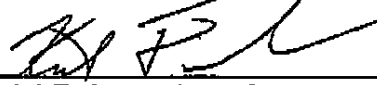
BASSETT BOAT COMPANY

By: 
Kurt M. Frahn, Assistant Secretary

MARINEMAX OF GEORGIA, INC.

By: 
Kurt M. Frahn, Assistant Secretary

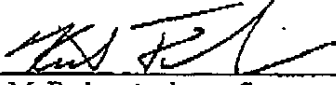
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MARINEMAX OF NORTH CAROLINA, INC.

By: 
Kurt M. Frahn, Assistant Secretary

MARINEMAX OF OHIO, INC.

By: 
Kurt M. Frahn, Assistant Secretary

MARINEMAX EAST, INC.

By: 
Kurt M. Frahn, Assistant Secretary