

F9800000 6861

(Requestor's Name)

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PICK-UP WAIT MAIL

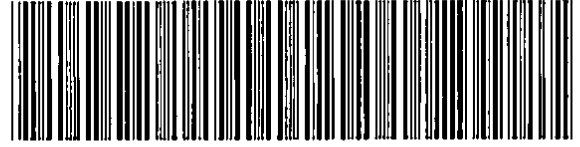
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 MAY 22 AM 8:20

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R. WHITE
MAY 23 2013

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 775999 4370126
AUTHORIZATION : 
COST LIMIT : \$ 70.00

ORDER DATE : May 21, 2019
ORDER TIME : 9:11 AM
ORDER NO. : 775999-010
CUSTOMER NO: 4370126

ARTICLES OF MERGER

STARBOARD CRUISE SERVICES,
INC.

INTO

STARBOARD HOLDINGS LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: _____

FILED

2019 MAY 22 AM 8:20

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)
STARBOARD HOLDINGS LTD.	DELAWARE	198000006861

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
STARBOARD CRUISE SERVICES, INC.	FLORIDA	215436

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.

OR 05/31/2019 a.m. (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.)

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.

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 May 20, 2019

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 May 20, 2019

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)

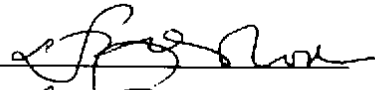
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

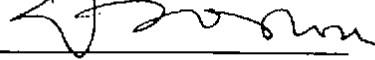
Typed or Printed Name of Individual & Title

STARBOARD HODINGS LTD



Louise Firestone, Secretary

STARBOARD CRUISE SERVI



Louise Firestone, Secretary

AGREEMENT AND PLAN OF MERGER

OF

STARBOARD CRUISE SERVICES INC.

(a Florida corporation)

AND

STARBOARD HOLDINGS LTD.

(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of May 20, 2019 by and between STARBOARD CRUISE SERVICES INC., a Florida corporation (hereinafter called "Cruise Services"), and by STARBOARD HOLDINGS LTD., a Delaware corporation (hereinafter called the "Surviving Corporation"):

WITNESSETH: THAT

WHEREAS, Cruise Services is a corporation organized and existing under the laws of the State of Florida in accordance with the Florida Business Corporation Act, pursuant to the Florida Statutes, with its registered office therein located at 8400 N.W. 36th Street, Suite 600, City of Doral, County of Miami-Dade; and

WHEREAS, Cruise Services has an authorized capital stock consisting of 3,000 shares of Common Stock, with a par value of \$100.00 per share, of which at this date 600 shares are issued and outstanding; and

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of State of Delaware pursuant to the Delaware General Corporation Law, as amended, with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, Surviving Corporation has an authorized capital stock consisting of 10,000 shares of Common Stock, with a par value of \$0.10 per share, of which at this date 100 shares are issued and outstanding; and

WHEREAS, all of the outstanding shares of Cruise Services common stock and Surviving Corporation common stock are held by the same shareholder (the "Sole Shareholder"); and

WHEREAS Cruise Services and Surviving Corporation (collectively, the “Constituent Corporations”) wish to effect the merger of Cruise Services with and into Surviving Corporation; and

WHEREAS, the Sole Shareholder declares it advisable and to the advantage, welfare, and best interests of the Constituent Companies and the Sole Shareholder to merge Cruise Services with and into Surviving Corporation pursuant to the provisions of the Florida Status and the provisions of the Delaware General Corporation Law, as amended, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the promises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Sole Shareholder of both Cruise Services and of Surviving Corporation, the Agreement and Plan of Merger (the “Agreement”) and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Cruise Services shall be merged into Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act and the applicable provisions of the Delaware General Corporation Law. The effective date of the merger shall be May 31, 2019 at 11:59 PM (the “Effective Date”). At the Effective Date, the separate existence of Cruise Services shall cease, except to the extent provided by law in the case of a corporation after its merger into another corporation. All of the assets, estate, property rights, privileges and franchises of Cruise Services shall be vested and held and enjoyed by Surviving Company, as fully and entirely and without change or diminution as the same were held and enjoyed by Cruise Services in its name, and Surviving Corporation shall assume all the obligations of Cruise Services
2. Except as otherwise provided herein, following the Merger, the existence of the Surviving Corporation, under its present name, shall continue unaffected and unimpaired by the Merger, with all of the rights, privileges, immunities and powers, and subject to all of the liabilities and duties, of a corporation organized under the laws of the State of Delaware.
3. The certificate of incorporation of Surviving Corporation, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation.
4. The by-laws of the Surviving Corporation shall be the by-laws of said surviving corporation.
5. The directors and officers, in office of the Surviving Corporation at the Effective Date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the

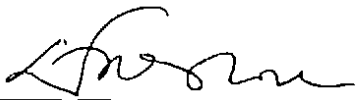
election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

6. By virtue of the Merger and without any action on the part of the holder thereof, each and every share of Surviving Corporation Common Stock that is issued and outstanding as of the date immediately prior to the Effective Date, shall on the Effective Date be unchanged, and all such shares shall thereafter constitute the capital stock of the Surviving Corporation. The outstanding shares of Cruise Services shall, at the Effective Date, be cancelled. No new shares of Surviving Corporation shall be issued, and the issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date shall continue to represent one issued share of the Surviving Corporation.
7. By virtue of Merger and without any action on the part of the holder thereof, each and every share of Cruise Services Common Stock that is issued and outstanding immediately prior to the Effective Date, shall on the Effective Date cease to be outstanding and be deemed cancelled, without consideration.
8. In the event that this Agreement shall have been fully adopted on behalf of the Constituent Corporations in accordance with the provisions of the Florida Statutes and the Delaware General Corporation Law, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware and they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.
9. The Board of Directors of the surviving corporation, the Board of Directors of the terminating corporation and the proper officers of each are hereby authorized empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement or of the merger herein provided for.
10. This Agreement as executed by the undersigned, may be transmitted by facsimile machine or pdf and shall be treated in all manner and respects as an original document and an original signature.
11. The effective date of the Agreement, and the date when the merger therein agreed upon shall become effective, shall be as of 11:59 PM May 31, 2019.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed on behalf of each of the Constituent Corporations.

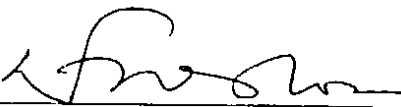
Dated: May 20, 2019

STARBOARD HOLDINGS LTD.

By: 
Name: Louise Firestone
Title: Secretary

Dated: May 20, 2019

STARBOARD CRUISE SERVICES INC.

By: 
Name: Louise Firestone
Title: Secretary