

G/6761

CT CORPORATION SYSTEM

CORPORATION(S) NAME

1) Gulfstream Marine Insurance, Inc.

2) Gulfstream Marine Insurance, Inc. Merging into: Gulfstream Marine Inc.

FILED
01 OCT - 2 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/2/01

Order#: 4821352

100004620851--7

-10/03/01--01001--006

*****87.50 *****87.50

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
01 OCT - 2 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

G. Coulllette OCT 02 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFSTREAM MARINE INSURANCE, INC., a Florida corporation,
P99000070433

INTO

GULFSTREAM MARINE INSURANCE, INC., a Florida entity, G16761

File date: October 2, 2001

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Gulfstream Marine Insurance, Inc. (Doc. #G16761)

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Gulfstream Marine Insurance, Inc. (Doc. #P99000070433)

Florida

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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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 10/1/01

The Plan of Merger was adopted by the board of directors of the surviving corporation on 10/1/01 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 10/1/01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/1/01 and shareholder approval was not required.

(Attach additional sheets if necessary)

FL068 - C T System Online

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Gulfstream Marine Insurance, Inc. (Doc. #G16761)	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Gulfstream Marine Insurance, Inc. (Doc. #G16761)	Florida
Gulfstream Marine Insurance, Inc. (Doc. #P99000070433)	Florida

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

SEE ATTACHED EXHIBIT 1

Fourth: 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 are as follows:

The manner and basis of exchanging and converting the issued stock is as follows: Each shareholder of the Merged Corporation shall surrender his stock certificate representing the issued and outstanding stock of the Merged Corporation. In exchange, stock certificates shall be issued by the Surviving Corporation to each such shareholder for a like number of shares of Surviving Corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NONE

OR

Restated articles are attached:

NONE

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

N/A

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

NONE

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

NONE

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

NONE

Exhibit 1

Third. On the effective date of the Merger:

(1) The stock of the constituent corporations shall be exchanged as described below.

(2) The separate corporate existence of Gulfstream Marine Insurance, Inc. (Fla. Doc. Number. P99000070433, hereinafter referred to as the "Merged Corporation") shall terminate and cease.

(3) The separate corporate existence of Gulfstream Marine Insurance, Inc. (Fla. Doc. Number. G16761, hereinafter referred to as the "Surviving Corporation") shall continue in full force and effect. The Surviving Corporation shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, choses in action, including without limitation, the litigation entitled: GULFSTREAM MARINE INSURANCE, INC. vs. C&L INSURANCE, INC., Case No. 00-25143 CA 24, pending in the 11th Judicial Circuit, in and for Miami-Dade County, Florida; of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments, of the Merged Corporation.

(4) The Surviving Corporation shall become subject to all the liabilities, obligations and penalties of Merged Corporation.

(5) The Articles of Incorporation of the Surviving Corporation shall remain unaffected by the Merger and shall remain in full force and effect in the same form as on the effective date of the merger.

(6) The bylaws of the Surviving Corporation as in effect on the effective date of the Merger shall remain unaffected by the Merger.