

Document Number Only

# G50605

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002443288--4  
-03/02/98--01002--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

800002443288--4  
-03/02/98--01002--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE  
3/1/98

Gulfwind South Acquisition Corp.

merging into:

Gulfwind South, Inc.

FILED  
98 FEB 27 AM 11:50  
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"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Foreign               |   |   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                    |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 30               |
| <input checked="" type="checkbox"/> Walk In    | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick        |
| <input type="checkbox"/> Mail Out              |   |   |

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DIVISION OF CORPORATION

Name Availability	3/2/98
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Acknowledgment	ROU
W.P. Verifier	ROU

2/27

Thanks

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

GULFWIND SOUTH ACQUISITION CORP., a Delaware corporation not  
authorized to transact business in Florida

,

INTO

**GULFWIND SOUTH, INC.**, a Florida corporation, G50605.

File date: February 27, 1998 , effective March 1, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE  
3/1/98

ARTICLES OF MERGER  
MERGING  
GULFWIND SOUTH ACQUISITION CORP.  
WITH AND INTO  
GULFWIND SOUTH, INC.

FILED  
98 FEB 27 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **Gulfwind South Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Gulfwind South, Inc.**, a Florida corporation (the "Company"), hereby adopt and submit the following Articles of Merger merging Acquisition with and into the Company (the "Merger"):

**FIRST:** The Plan of Merger, which has been approved and adopted by the Boards of Directors and shareholders of Acquisition and the Company respectively, is attached hereto as Exhibit A.

**SECOND:** The effective date of the Merger shall be March 1<sup>st</sup>, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.

**THIRD:** The Board of Directors of Acquisition adopted the Plan of Merger on January 30, 1998, and the shareholders of Acquisition adopted and approved the Plan of Merger on January 30, 1998. The Board of Directors of the Company adopted the Plan of Merger on January 30, 1998, and the shareholders of the Company adopted and approved the Plan of Merger on January 30, 1998.

**FOURTH:** These Articles of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused these Articles of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

GULFWIND SOUTH ACQUISITION  
CORP., a Delaware corporation

GULFWIND SOUTH, INC., a Florida  
corporation

By: [Signature]  
Name: William M. McGowan  
Its: President

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**ARTICLES OF MERGER  
MERGING  
GULFWIND SOUTH ACQUISITION CORP.  
WITH AND INTO  
GULFWIND SOUTH, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **Gulfwind South Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Gulfwind South, Inc.**, a Florida corporation (the "Company"), hereby adopt and submit the following Articles of Merger merging Acquisition with and into the Company (the "Merger"):

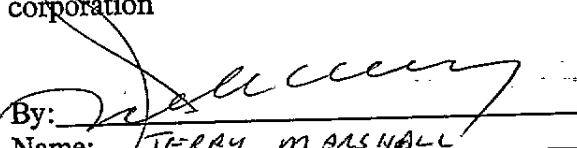
- FIRST:** The Plan of Merger, which has been approved and adopted by the Boards of Directors and shareholders of Acquisition and the Company respectively, is attached hereto as Exhibit A.
- SECOND:** The effective date of the Merger shall be March 1<sup>st</sup>, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.
- THIRD:** The Board of Directors of Acquisition adopted the Plan of Merger on January 30, 1998, and the shareholders of Acquisition adopted and approved the Plan of Merger on January 30, 1998. The Board of Directors of the Company adopted the Plan of Merger on January 30, 1998, and the shareholders of the Company adopted and approved the Plan of Merger on January 30, 1998.
- FOURTH:** These Articles of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

**IN WITNESS WHEREOF**, the duly authorized, undersigned officers have caused these Articles of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

**GULFWIND SOUTH ACQUISITION  
CORP.**, a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**GULFWIND SOUTH, INC.**, a Florida corporation

By:   
Name: TERRY MARSHALL  
Its: PRESIDENT

**EXHIBIT A**

**PLAN OF MERGER  
MERGING  
GULFWIND SOUTH ACQUISITION CORP.,  
a Delaware corporation  
WITH AND INTO  
GULFWIND SOUTH, INC.,  
a Florida corporation**

This Plan of Merger is made and entered into by and between **Gulfwind South Acquisition Corp.**, a Delaware corporation ("Acquisition"), and **Gulfwind South, Inc.**, a Florida corporation (the "Company"), whereby Acquisition will merge with and into the Company (the "Merger").

**RECITALS**

A. This Plan of Merger has been adopted by the Boards of Directors of Acquisition and the Company respectively, and has been recommended to the shareholders of Acquisition and the Company respectively.

B. A majority of each class of shareholders, entitled to vote on the Plan of Merger, of Acquisition and the Company have voted on and approved the terms of this Plan of Merger in accordance with General Corporation Law of the State of Delaware and the Florida 1989 Business Corporation Act respectively.

C. The General Corporation Law of the State of Delaware permits the Merger as contemplated in this Plan of Merger.

D. Acquisition has complied with the applicable requirements of the General Corporation Law of the State of Delaware in effecting the Merger contemplated by this Plan of Merger.

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, Acquisition and the Company hereby agree as follows:

1. **Names of Merging Corporations.** The name of each corporation planning to merge pursuant to this Plan of Merger is as follows:

- a) "Gulfwind South Acquisition Corp."; and
- b) "Gulfwind South, Inc."

2. **Name of Surviving Corporation.** The name of the surviving corporation shall be "Gulfwind South, Inc." (the "Surviving Corporation").

3. **Conversion of Shares.** The manner and basis of converting the shares of Acquisition and the Company is as follows:

Each share of the Company stock issued and outstanding immediately prior to the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, automatically shall be deemed to represent the right to receive the number of shares of the common stock, par value \$.001 per share, of MarineMax, Inc., a Delaware corporation and the parent corporation of Acquisition ("MarineMax") as set forth in the Agreement and Plan of Organization, by and among MarineMax, Acquisition and the Company. Each share of the Company stock that is held by the Company as treasury stock shall be cancelled and retired and no shares of the stock of MarineMax or other consideration shall be delivered or paid in exchange therefor. Each share of the stock of Acquisition issued and outstanding immediately prior to the Effective Date of the Merger, shall, by virtue of the Merger and without any action on the part of MarineMax, automatically be cancelled.

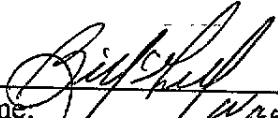
4. **Effective Date.** The effective date of the Merger shall be March 1<sup>st</sup>, 1998 (the "Effective Date"), at 12:01 a.m. Eastern Standard Time.

5. **Abandonment.** This Plan of Merger may be abandoned at any time prior to the Effective Date by action of the Board of Directors of either Acquisition or the Company.

6. **Counterparts.** This Plan of Merger may be executed in two counterparts, both of which shall be deemed an original and both of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused this Plan of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

**GULFWIND SOUTH ACQUISITION  
CORP.**, a Delaware corporation

By:   
Name: William H. McGowan  
Its: President

**GULFWIND SOUTH, INC.**, a Florida  
corporation

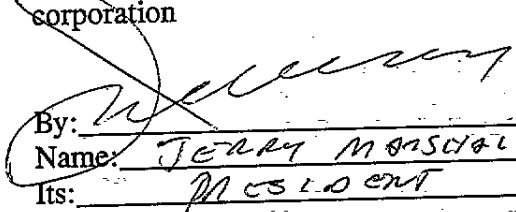
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

IN WITNESS WHEREOF, the duly authorized, undersigned officers have caused this Plan of Merger to be executed in their respective corporate names on this 30th day of January, 1998.

GULFWIND SOUTH ACQUISITION  
CORP., a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

GULFWIND SOUTH, INC., a Florida  
corporation

By:   
Name: TERRY MARSHALL  
Its: PRESIDENT