H39690

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MERGER OR SHARE EXCHANGE

Maverick Boat Company, Inc.

Certificate of Status	1
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70.00
17.50
87.50

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Maverick Boat Company, Inc. 3207 Industrial 29th Street Ft. Pierce, Florida 34946	Florida	Florida corporation

Florida Document Number: H39690 FEI Number: 592481128

Name and Street Address	Jurisdiction	Entity Type
2. Cobia Boat Company, LLC 3207 Industrial 29th Street Ft. Pierce, Florida 34946	Florida	Limited Liability Company

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
Maverick Boat Company, Inc. 3207 Industrial 29th Street Ft. Pierce, Florida 34946	Florida	Florida corporation

Florida Document Number: H39690 FEI Number: 592481128

THIRD: The Plan of Merger, attached hereto as **Exhibit "A"** and made a part hereof, meets the requirements of Section 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions. The surviving entity has obtained the written consent of each shareholder pursuant to Section(s) 607.1108(5), Florida Statutes.

FIFTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation or By-laws of any corporation or the regulations or Articles of Organization of any limited liability company that is a party to the merger. The Articles of Incorporation of Maverick Boat Company, Inc. shall become the Articles of Incorporation for the surviving entity, subject to the amendments set forth herein.

SIXTH: The merger shall become effective as of August 1, 2007

SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

EIGHTH: The following Amendment and Restatement of Articles of Incorporation, attached hereto as **Exhibit "B"** and made a part hereof, are hereby agreed to and shall govern the surviving entity, together with any existing By-Laws and other governing documents. .

SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature	Name of Individual
Maverick Boat Company, Inc.		Douglas S. Deal, President
Cobia Boat Company, LLC		Douglas S. Deal, Managing Member

EXHIBIT "A"

PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 607.1108, is being submitted in accordance with *Section 608.438 and 607.1103, Florida Statutes.*

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name	Jurisdiction
MAVERICK BOAT COMPANY, INC.	a Florida corporation
COBIA BOAT COMPANY, LLC	a Florida limited liability company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name	Jurisdiction
MAVERICK BOAT COMPANY, INC.	a Florida corporation

THIRD: All the interests of the disappearing limited liability company outstanding immediately prior to the effective date of the merger shall, at the effective date of the merger, represent become a part of the surviving entity in the proportions set forth below, on the same terms and conditions and each said interest of the disappearing limited liability company at the effective date of the merger shall be cancelled.

FOURTH: Upon the effective date of the merger, the surviving entity shall have the ability to issue One Hundred and Thirty-Six (136) shares of stock, all of which will be issued and outstanding. The following parties shall be the sole holders of such 136 shares of stock of the surviving entity in the following proportion:

MECC, LLC	66 shares
Douglas S. Deal	36 shares
Troy M. Deal, III	34 shares

FIFTH: Immediately prior to the effective date of the merger, no rights exist to acquire interests in the disappearing limited liability company; therefore, the manner and basis of converting said rights at the effective date of the merger is not applicable.

SIXTH: *The surviving entity shall acquire all assets of, and assume all debts and* obligations of, Cobia Boat Company, LLC.

SEVENTH: The merger shall become effective as of August 1, 2007.

EIGHTH: The shareholders of Maverick Boat Company, Inc. and the members of Cobia Boat Company, LLC acknowledge and agree that this Plan of Merger and the related Articles of Merger are being entered into without any recourse against any other shareholder or member, the corporation, or the company, and such parties hereby waive and release any claims any such party may have against any other party hereto.

EXHIBIT "B"

Amendment and Restatement of Articles of Incorporation of Maverick Boat Company, Inc.

The undersigned, for the purpose of forming a corporation under Florida law, do hereby adopt the following *Amendment and Restatement of Articles of Incorporation:*

ARTICLE ONE

NAME

The name of the Corporation is MAVERICK BOAT COMPANY, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business of the Corporation is 3207 Industrial 29th Street, Ft. Pierce, Florida 34946.

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of the manufacture and sale of boats.
2. To transact any other lawful business for which corporations may be incorporated under Florida law.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares, which the corporation is authorized to issue is ONE HUNDRED THIRTY-SIX AND NO/100 (136). Such shares shall be a single class.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3207 Industrial 29th Street, Ft. Pierce, Florida 34946 and the name of its initial registered agent at such address is Douglas S. Deal.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of directors constituting the board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the board of directors is:

Name:	Address:
Douglas S. Deal	3207 Industrial 29th Street, Ft. Pierce, Fl 34946
Troy M. Deal, III	2430 Pandora Lane, Chuluota, FL 32766,

ARTICLE EIGHT

INCORPORATION

The Corporation was incorporated by Troy M. Deal, III, whose address is 2430 Pandora Lane, Chuluota, FL 32766, on January 25, 1985.

The undersigned has executed these Articles on the 23 day of April, 2007.

Douglas S. Deal

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TALLAHASSEE, FLORIDA

The undersigned has executed these Articles on the 24th day of April, 2007.

Troy M. Deal, III