

H 84370

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## MERGER OR SHARE EXCHANGE

Caradonna Caribbean Tours Merger, Inc.

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9/11/2006

merger  
of

# ARTICLES OF MERGER

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:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Caradonna Caribbean Tours Merger, Inc.</u>	<u>Delaware</u>	<u>4209677</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Caradonna Caribbean Tours, Inc.</u>	<u>Florida</u>	<u>H84370</u>

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.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on September 11, 2006.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on September 11, 2006.

## Surviving Corporation:

Caradonna Caribbean Tours Merger, Inc.

By: William M. Poole  
William M. Poole, Secretary

## Merging Corporation:

Caradonna Caribbean Tours, Inc.

By: William M. Poole  
William M. Poole, Secretary

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**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION  
OF CARADONNA CARIBBEAN TOURS, INC., WITH AND INTO  
CARADONNA CARIBBEAN TOURS MERGER, INC.**

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is made and entered into effective this 11<sup>th</sup> day of September, 2006 by and between Caradonna Caribbean Tours, Inc., a Florida corporation ("Caradonna"), and Caradonna Caribbean Tours Merger, Inc., a Delaware corporation ("Merger Caradonna") (Caradonna and Merger Caradonna being sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations").

**WITNESSETH:**

**WHEREAS**, Caradonna is a corporation organized under the laws of the State of Florida.

**WHEREAS**, Caradonna has authorized capital stock consisting of 500 shares of common stock with a \$0.10 par value (referred to as the "Caradonna Common Stock"), of which 250 shares of Caradonna Common Stock are issued and outstanding; and

**WHEREAS**, Merger Caradonna is a corporation organized under the laws of the State of Delaware; and

**WHEREAS**, Merger Caradonna has authorized capital stock consisting of 10,000 shares of common stock with no par value (referred to as the "Merger Caradonna Common Stock"), of which 1 share of Merger Caradonna Common Stock is issued and outstanding; and

**WHEREAS**, the laws of the State of Florida and the State of Delaware permit a merger of the Constituent Corporations; and

**WHEREAS**, the Boards of Directors of Caradonna have determined that it is in the best interest of Caradonna to move its state of incorporation from Florida to Delaware for business reasons, such reincorporation being the sole purpose of the merger; and

**WHEREAS**, the Boards of Directors of each of the Constituent Corporations have determined that the merger of Caradonna with and into Merger Caradonna on the terms and conditions hereinafter set forth is advisable (the "Merger"), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the shareholders of the Constituent Corporations for their approval and have recommended to such shareholders approval of the terms and conditions hereinafter set forth; and

**WHEREAS**, the Boards of Directors of each of the Constituent Corporations have determined that pursuant to the Articles of Merger to be filed with the Florida Department of State and a Certificate of Merger with the Delaware Department of State in which Certificate of Merger, the Certificate of Incorporation for the Surviving Company shall be amended to change the name of the Surviving Corporation to "Caradonna Dive Adventures, Inc."; and

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**WHEREAS**, the Constituent Corporations have resolved that Caradonna be merged into Merger Caradonna creating a single corporation existing under the laws of the State of Delaware, to wit, Merger Caradonna, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

**WHEREAS**, This Plan of Merger shall become effective on the later of September 1, 2006, or the date in which the articles or certificate of merger are filed with the appropriate state agencies for the Constituent Corporations (the "Effective Date").

**NOW, THEREFORE**, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of Florida (the "Florida Code") and the laws of State of Delaware (the "Delaware Code"), that Caradonna shall be and hereby is, at the Effective Date, merged with and into Merger Caradonna (Merger Caradonna subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Caradonna Dive Adventures, Inc.", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

## **SECTION I**

### **MERGER**

1.1 Caradonna and Merger Caradonna shall each obtain the approval of their respective shareholders and Board of Directors to the merger prior to effecting the merger.

1.2 The Articles of Merger required by the Florida Code shall be executed and filed with the Florida Department of State and the Certificate of Merger required the Delaware Code shall be executed and filed with the Department of State of the State of Delaware.

1.3 On the Effective Date, Caradonna shall be merged with and into Merger Caradonna, and Merger Caradonna shall continue in existence.

1.4 Pursuant to the Articles of Merger to be filed with the Florida Department of State and the Certificate of Merger with the Delaware Department of State, the Certificate of Incorporation for the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "Caradonna Dive Adventures, Inc.".

1.5 Without limiting the foregoing, on and after the Effective Date, the separate existence of Caradonna shall cease, and it shall be merged with and into Merger Caradonna. In accordance with the terms of this Plan of Merger, the title to all real estate, assets and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

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1.6 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Caradonna, the last acting officers of Caradonna, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

## **SECTION II**

### **TERMS OF TRANSACTION**

#### **2.1 Upon the Effective Date:**

2.1.1 Each 1 share of Caradonna Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into 1 fully paid share of Merger Caradonna Common Stock, and outstanding certificates representing shares of Caradonna Common Stock shall thereafter represent shares of Merger Caradonna Common Stock. Such certificates may be exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

2.1.2 All issued and outstanding shares of Merger Caradonna Common Stock held by Caradonna immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

## **SECTION III**

### **DIRECTORS AND OFFICERS**

3.1 The Board of Directors of the Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of Caradonna, as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office. These Officers are:

John Wimbleton	Chairman of the Board
Timothy Web	President
Darren Mee	Treasurer
William M. Poole	Secretary

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**SECTION IV**  
**GOVERNING LAW**

The Surviving Corporation shall be governed by the laws of the State of Delaware.

**SECTION V**  
**DESIGNATION OF AGENT FOR SERVICE**

As of the Effective Date, the Surviving Corporation hereby irrevocably appoints the Secretary of State of Florida as its attorney to accept service of process in any action, or proceeding for the enforcement of any obligations of Caradonna for which the Surviving Corporation is liable under the Florida Code, this Agreement, or the laws of the State of Florida, including but not limited to any proceeding for the enforcement of dissenters rights, or any obligation of the Surviving Corporation arising from the merger.

**SECTION VI**  
**ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS**

6.1 From and after the Effective Date, the Certificate of Incorporation of Merger Caradonna, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

6.2 From and after the Effective Date, the Bylaws of Caradonna, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

**SECTION VII**  
**SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER**

This Plan of Merger shall be submitted for approval to the shareholders of Caradonna and Merger Caradonna in accordance with the Florida Code and the Delaware Code, respectively. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to Section VIII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Articles of Merger and Certificate of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of Florida and State of Delaware as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are 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,

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proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

## **SECTION VIII**

### **TERMINATION**

At any time prior to the filing of the Articles of Merger with Secretary of State of the State of Florida, and the Certificate of Merger with the Department of State of the State of Delaware, the Board of Directors of Caradonna or Merger Caradonna may terminate and abandon this Plan or Merger, notwithstanding favorable action on the merger by the shareholders of such corporations or earlier approval by the Board of Directors of such corporations.

## **SECTION IX**

### **MISCELLANEOUS**

9.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

9.2 The Surviving Corporation shall promptly pay to any dissenting shareholders of any corporation that is a party to this merger, the amount, if any, to which they shall be entitled under the provisions of the Florida Code or the Delaware Code.

9.3 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date first written above.

**CARADONNA CARIBBEAN TOURS, INC., a**  
Florida corporation

By:   
William M. Poole, Secretary

**CARADONNA CARIBBEAN TOURS MERGER,**  
INC., a Delaware corporation

By:   
William M. Poole, Secretary

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