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H86081

March 20, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

Re: Articles of Merger between Cracker Seafood, Inc. and
Cracker Fleet, Inc.

000002120570--3

Gentlemen:

-03/21/97--01068--019
****122.50 ****122.50

Enclosed are two (2) executed copies of Articles of Merger
providing for the merger of Cracker Seafood, Inc. into Cracker
Fleet, Inc., along with our check in the amount of \$122.50.

Please return a certified copy to the undersigned in the
enclosed Federal Express envelope.

If there are any questions, please call.

Very truly yours,

Brent D. Klein

BDK/ksb

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OK
E.F.F. March 31-97
627782
H86081
K. Klein

ARTICLES OF MERGER
Merger Sheet

MERGING:

CRACKER SEAFOOD, INC., a Florida Corporation, document number G27782

INTO

CRACKER FLEET, INC., a Florida corporation, H86081

File date: March 24, 1997, effective March 31, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging Cracker Seafood, Inc., a corporation organized and existing under the laws of the State of Florida, into Cracker Fleet, Inc., a corporation organized and existing under the laws of the State of Florida, as the surviving corporation:

1. The Board of Directors of Cracker Seafood, Inc., the shareholders of Cracker Seafood, Inc., the Board of Directors of Cracker Fleet, Inc. and the shareholders of Cracker Fleet, Inc., approved and adopted the following Plan of Merger on the 21st day of February 1997, in the manner prescribed by the Florida Business Corporation Act:

PLAN OF MERGER

1. Parties to Merger. The parties to the merger are Cracker Seafood, Inc., a Florida corporation, and Cracker Fleet, Inc., a Florida corporation.

2. Merger. Cracker Seafood, Inc. shall be merged into Cracker Fleet, Inc. ("Surviving Corporation") as of 12:00 midnight on March 31, 1997 ("Effective Date").

3. Name of Surviving Corporation. The name of the Surviving Corporation shall be Cracker Fleet, Inc.

4. Effect of Merger. On the Effective Date of the merger, the separate existence of Cracker Seafood, Inc. shall cease (except to the extent continued by statute), and all of its property,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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rights, privileges, and franchises, of whatsoever nature and description shall be transferred to, vest in, and devolve upon the Surviving Corporation, subject to the liabilities and obligations of Cracker Seafood, Inc., which liabilities and obligations the Surviving Corporation shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Cracker Seafood, Inc., by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. Exchange of Stock. On the Effective Date of the merger, each share of common stock of Cracker Seafood, Inc. issued and outstanding prior to the merger shall be converted and exchanged for .34 shares of the common stock of the Surviving Corporation.

6. Attributes of Surviving Corporation.

(a) The Articles of Incorporation of Cracker Fleet, Inc., as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger.

(b) The By-Laws of Cracker Fleet, Inc., as such By-Laws exist on the Effective Date of the merger, shall remain and be the By-Laws of the Surviving Corporation, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation, and Florida law.

7. Articles of Merger. Articles of Merger shall be executed by the President and Secretary of Cracker Seafood, Inc. and the President and Secretary of Cracker Fleet, Inc. in accordance with the provisions of Florida Statutes Section 607.1105 and shall be filed with the Florida Department of State.

2. The effective date of the merger is 12:00 midnight on March 31, 1997.

Executed this 10th day of ~~February~~^{March}, 1997.

CRACKER SEAFOOD, INC., a Florida corporation

By: James E. Griffin
JAMES E. GRIFFIN, President

Attest:

Laverne Griffin
LAVERNE GRIFFIN, Secretary

(Corporate Seal)

CRACKER FLEET, INC., a Florida corporation

By: James E. Griffin
JAMES E. GRIFFIN, President

Attest:

Laverne Griffin
LAVERNE GRIFFIN, Secretary

(Corporate Seal)

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared JAMES E. GRIFFIN, to me personally known to be the person who subscribed the foregoing Articles of Merger as President of CRACKER SEAFOOD, INC., a Florida corporation, and he did acknowledge that he signed the foregoing as President of such corporaiton on behalf of such corporation, and he declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of ^{may}~~February~~, 1997.



ERNEST N. DONINI
MY COMMISSION # CC405455 EXPIRES
September 12, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, personally appeared JAMES E. GRIFFIN, to me personally known to be the person who subscribed the foregoing Articles of Merger as President of CRACKER FLEET, INC., a Florida corporation, and he did acknowledge that he signed the foregoing as President of such corporaiton on behalf of such corporation, and he declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of ^{may}~~February~~, 1997.



ERNEST N. DONINI
MY COMMISSION # CC405455 EXPIRES
September 12, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC