

J 39203

Requester's Name



City/

P.O. Box 420223
Summerland Key, FL 33042

200005000592--3
-02/25/02--01045--016
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

02 FEB 25 AM 8:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

*John Ward
gave authority
to correct corp.
name thru our doc.
on 2/27*

Examiner's Initials *AL 2/27*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

KEY WEST SHELLFISH CO., A FL CORP., #P96000042373

INTO

SUMMERLAND SEAFOOD, INC., a Florida entity, J39203.

File date: February 25, 2002

Corporate Specialist: Anna Chesnut

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>SUMMERLAND SEAFOOD, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>KEY WEST SHELLFISH CO.</u>	<u>FLORIDA</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

OR 01/01/02 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

01/01/02 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

01/01/02 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
02 FEB 25 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

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:

Name

Jurisdiction

SUMMERLAND SEAFOOD, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

KEY WEST SHELLFISH CO.

FLORIDA

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

EFFECTIVE JANUARY 1, 2002 THE ASSETS, LIABILITIES AND ALL BUSINESS ACTIVITIES OF KEY WEST SHELLFISH, INC. WILL BE MERGED INTO SUMMERLAND SEAFOOD, INC. KEY WEST SHELLFISH CO. WILL NO LONGER ENGAGE IN BUSINESS IN THE STATE OF FLORIDA.

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 SHAREHOLDER OF THE MERGED CORPORATIONS AND THEIR OWNERSHIP PERCENTAGES ARE THE SAME AS FOR THE INDIVIDUAL CORPORATIONS ~~BEFORE~~ ^{BEFORE} THE MERGER.

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:

N/A - NO AMENDMENTS

OR

Restated articles are attached:

N/A - NO RESTATED ARTICLES

Other provisions relating to the merger are as follows:

N/A - NONE