

J61911

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Ship 'N' Shore Cruises, Inc.

Merging: Cruise Mart, Inc.

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
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W.P. Verifier _____

09/28/00

Order#:

Ref#:

Amount:\$

Merger
9-29-00
PM
EFFECTIVE DATE
9-30-00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CRUISE MART, INC., a Florida corporation, L57001

INTO

SHIP 'N' SHORE CRUISES, INC., a Florida entity, J61911.

File date: September 28, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

of

Cruise Mart, Inc.

into

Ship 'N' Shore Cruises, Inc.

FILED

00 SEP 28 PM 4:46

CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9-30-00

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Cruise Time, Inc. into Ship 'N' Shore Cruises, Inc. (the "Merger"):

A. The Plan of Merger is as follows:

1. The names of the corporations to be merged are Ship 'N' Shore Cruises, Inc., a Florida corporation ("Surviving Company"), and Cruise Mart, Inc., a Florida corporation ("Merging Company").

2. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action, automatically be cancelled, and the sole shareholder of the common stock of Merging Company shall cease to have any rights with respect thereto. Each share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

3. The Articles of Incorporation and Bylaws of Surviving Company, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws after the Effective Date and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.

4. The officers and members of the board of directors of Surviving Company in office on the Effective Date shall be the directors and officers of the Surviving Company, all of whom shall hold their offices or directorships until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or the Act.

B. The effective date (the "Effective Date") of the Merger shall be September 30, 2000 at 11:59 p.m.

C. The Plan of Merger was adopted by the board of directors of Surviving Company and approved by its sole shareholder in accordance with the Act on September 25, 2000.

5. **BYLAWS.** The Bylaws of Surviving Company, in effect immediately preceding the Merger, shall be the Bylaws of the Surviving Company at the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the FBCA.

6. **BOARD OF DIRECTORS AND OFFICERS.** The directors and officers of Surviving Company in office immediately preceding the Merger shall be the directors and officers of the Surviving Company at the Effective Date, and they shall serve in such offices for the terms provided by FBCA, the Articles of Incorporation and Bylaws, and until their respective successors are elected and qualified.

7. **STOCK.** Upon the Effective Date, each of the 500 shares of common stock of Merging Company currently issued and outstanding shall be cancelled, and no shares of common stock or other securities of Surviving Company shall be issued in respect thereof. Each currently issued and outstanding share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

8. **FURTHER ACTIONS.** The Constituent Companies will cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida (including without limitation the Articles of Merger), and will cause to be performed all acts necessary to effectuate the Merger.

9. **TERMINATION.** This Agreement may be terminated and abandoned by action of the respective Board of Directors of the Constituent Companies at any time prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Companies have caused this Agreement of Merger to be executed on their behalf by duly authorized officers, as of the date first above written.

SHIP 'N' SHORE CRUISES, INC.,
a Florida corporation

By: 
Patrick Doyle, Vice President

CRUISE MART, INC.,
a Florida corporation

By: 
Patrick Doyle, Vice President