

K35705

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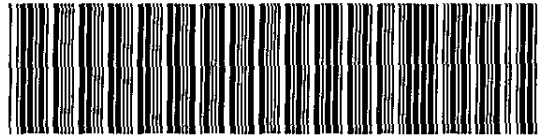
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EFFECTIVE DATE

1-2-03

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02 DEC 31 AM 10:45

DIVISION OF CORPORATION

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02 DEC 31 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

T BROWN DEC 31 2002

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December 31, 2002

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

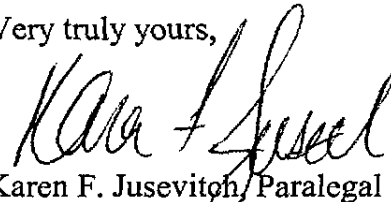
Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Merger** for the following entity:

HI-TECH FISHERIES OF FLORIDA, INC.
(Document No. P95000000566) into

AQUATICA TROPICALS, INC.
(Document No. K35705)

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Karen F. Jusevitch, Paralegal

ARTICLES OF MERGER
Merger Sheet

MERGING:

HI-TECH FISHERIES OF FLORIDA, INC., a Florida entity, P95000000566

INTO

AQUATICA TROPICALS, INC., a Florida entity, K35705

File date: December 31, 2002

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

1-2-03

FILED
02 DEC 31 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
HI-TECH FISHERIES OF FLORIDA, INC., a Florida corporation
into
AQUATICA TROPICALS, INC., a Florida corporation

1. Hi-Tech Fisheries of Florida, Inc., a Florida corporation ("Hi-Tech"), and Aquatica Tropicals, Inc., a Florida corporation ("Aquatica"), are the parties to the merger, with Aquatica being the Surviving Corporation.

2. The Plan of Merger is attached hereto.

3. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") shall be January 2, 2003, or as soon thereafter as these Articles of Merger are filed in the Office of the Florida Department of State.

4. On December 27, 2002, the Board of Directors and sole shareholder of Hi-Tech adopted a resolution approving the Plan of Merger.

5. On December 27, 2002, the Board of Directors and the sole shareholder of Aquatica adopted a resolution approving the Plan of Merger.

These Articles of Merger have been signed by Hi-Tech this 27th day of December, 2002.

HI-TECH FISHERIES OF FLORIDA,
INC.

By: _____

Jay M. Tanner, President

Attest: _____

Sue E. Tanner

These Articles of Merger have been signed by Aquatica this 27th day of December, 2002.

AQUATICA TROPICALS, INC.

By: _____

Jay M. Tanner, President

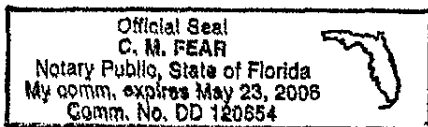
Attest: _____

Sue E. Tanner

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was sworn to and subscribed before me this 27th day of December, 2002, by Jay M. Tanner as President of Hi-Tech Fisheries of Florida, Inc., a Florida corporation, on behalf of such corporation, who is personally known to me or who produced a Florida driver's license as identification.

(AFFIX NOTARY SEAL)

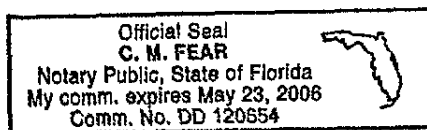


C. M. FEAR
NOTARY PUBLIC, State at Large
C. M. FEAR
(Type or print name of Notary)
My Commission expires:

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was sworn to and subscribed before me this 27th day of December, 2002, by Jay M. Tanner as President of Aquatica Tropicals, Inc., a Florida corporation, on behalf of such corporation, who is personally known to me or who produced a Florida driver's license as identification.

(AFFIX NOTARY SEAL)



C. M. FEAR
NOTARY PUBLIC, State at Large
C. M. FEAR
(Type or print name of Notary)
My Commission expires:

PLAN OF MERGER

A. CORPORATIONS PROPOSING TO MERGE

1. The corporations proposing to merge are Hi-Tech Fisheries of Florida, Inc., a Florida corporation (referred to herein as "Hi-Tech") and Aquatica Tropicals, Inc., a Florida corporation (referred to herein as "Aquatica" and also as "Surviving Corporation" as such term is used in Sections 607.1101-607-1107 of the Florida Statutes).

2. Hi-Tech shall, upon the Effective Date of the merger as specified in the Articles of Merger (referred to herein as "Effective Date"), be merged into Aquatica in accordance with the applicable statutes of the State of Florida and on the terms and provisions of this Plan of Merger. Aquatica shall be the Surviving Corporation and the separate corporate existence of Hi-Tech shall cease upon the Effective Date.

3. The name of the Surviving Corporation shall continue and shall be Aquatica Tropicals, Inc.

B. TERMS AND CONDITIONS OF PROPOSED MERGER

1. The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature of Aquatica, shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as of a private nature, of Hi-Tech shall be merged into Aquatica, and Aquatica shall be fully vested therewith. Upon the Effective Date, the separate corporate existence of Hi-Tech, except to the extent the same may be continued by statute, shall cease, and Hi-Tech and Aquatica shall be and become a single corporation.

2. On and after the Effective Date, all rights, privileges, immunities, and franchises of a public, as well as a private nature, of Hi-Tech, shall be possessed by Aquatica, as the Surviving Corporation; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses of action and all and every other interest of or belonging to or due to Hi-Tech shall be taken and deemed to be transferred to and vested in Aquatica, as the Surviving Corporation, without any further act or deed; and the title to any real property or any interest therein, shall not revert or be in any way impaired by reason of such merger.

3. From and after the Effective Date, Aquatica, as the Surviving Corporation, shall be responsible and liable for all of the liabilities and obligations of

Hi-Tech; and any claim existing or action or proceeding pending by or against Hi-Tech may be prosecuted as if the merger had not taken place, or, Aquatica, as the Surviving Corporation, may be substituted in the place of Hi-Tech. Neither the rights of creditors nor any liens upon the property of Hi-Tech shall be impaired by the merger.

4. If at any time Aquatica, as the Surviving Corporation, shall consider or be advised that any further deeds, assignments or other instruments, or any further actions are necessary or desirable to vest, perfect or confirm, of record or otherwise, in Aquatica, as the Surviving Corporation, the title to any property or rights of Hi-Tech acquired or to be acquired by reason of merger, or otherwise to carry out the provisions hereof, the proper officers and directors of Hi-Tech prior to the Effective Date, and thereafter the proper officers of Aquatica, as the Surviving Corporation, on behalf of Hi-Tech, shall execute and deliver all such deeds, assignments and other instruments, and take all other actions necessary or desirable to vest, perfect or confirm title to such property or rights in Aquatica, as the Surviving Corporation and otherwise to carry out the terms hereof.

C. CONVERSION OF SHARES

1. Upon the Effective Date, four (4) issued and outstanding shares of the common stock, with a par value of \$1.00 per share, of Hi-Tech, shall be converted into and become one (1) share of the common stock with a par value of \$1.00 per share, of Aquatica, being the Surviving Corporation.

2. None of the issued and outstanding shares of the capital stock of Aquatica shall be changed or converted as a result of the merger, and from and after the Effective Date, all shares of capital stock of Aquatica theretofore authorized, shall be authorized shares of capital stock of the Surviving Corporation.

3. As soon as practicable after the Effective Date, each holder of an outstanding certificate representing common stock, with a par value of \$1.00 per share, of Hi-Tech shall surrender the same to Aquatica and shall be entitled to receive in exchange a certificate or certificates representing the number of shares of the common stock with a par value of \$1.00 per share of Aquatica, as the Surviving Corporation, into which the shares of common stock of Hi-Tech represented the certificates so surrendered shall have been converted. Until so surrendered, no shareholder shall be entitled to vote or to receive any dividends on the shares of the common stock of Aquatica into which his shares of the common stock of Hi-Tech were converted. However, upon such surrender any dividends not paid because of the provisions of the immediately preceding sentence shall be paid.

D. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

1. The Articles of Incorporation of Aquatica, in the form presently on file with the Office of the Secretary of State of the State of Florida, shall, on and after the Effective Date, constitute the Articles of Incorporation of the Surviving Corporation, unless and until amended in accordance with the provisions thereof and in accordance with the requirements of Florida law.

2. On and after the Effective Date, the Bylaws of Aquatica, in their present form, shall be the Bylaws of the Surviving Corporation, unless and until they shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

3. The directors of Aquatica, as of the Effective Date, shall serve as the directors of the Surviving Corporation until their respective successors are duly elected and have qualified.

4. Subject to the authority of the Board of Directors, as provided in the Bylaws of Aquatica, as the Surviving Corporation, or by law, the officers of Aquatica, as of the Effective Date, shall be the officers of the Surviving Corporation.

E. OTHER PROVISIONS

1. This Plan of Merger may be abandoned by the mutual consent of Hi-Tech and Aquatica, acting each by its Board of Directors, at any time after its approval by the shareholders of Hi-Tech and Aquatica, but prior to the filing of the Articles of Merger with the Office of the Secretary of State of the State of Florida.

2. It is intended that the merger contemplated by this Plan of Merger constitutes a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.