

Sep-05-12 11:20 AM

ALLEY MAASS

561 659 1770

Division of Corporations

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L02 0000 22740

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MERGER OR SHARE EXCHANGE

BLUE SKY YACHT SALES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
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BLUE SKY YACHT SALES, INC.
ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with sections 607.1109, 608.4382 and/or 620.203, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of the Merging Party is as follows:

Exact Name: Blue Sky Yacht Sales, Inc.
Street Address: 2800 Mockingbird Lane, Dallas, Texas 75235
Jurisdiction: State of Florida
Entity Type: Profit Corporation
Florida Document/Registration Number: P99000056922
FEI Number: 75-2827645

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the Surviving Party is as follows:

Exact Name: Blue Sky Yacht Sales, LLC
Street Address: 2800 Mockingbird Lane, Dallas, Texas 75235
Jurisdiction: State of Florida
Entity Type: Limited Liability Company
Florida Document/Registration Number: L02000022740
FEI Number: applied for

THIRD: The Articles of Organization of the Surviving Party shall continue to be the Articles of Organization after the Merger.

FOURTH : No rights to acquire shares or membership units are outstanding by either the Merging Party or the Surviving Party.

FIFTH: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103 and/or 620.210, Florida Statutes, and was approved by the Florida corporation and the Florida limited liability company that are parties to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

SIXTH: The attached Plan of Merger was unanimously approved by the sole shareholder of the Merging Party in accordance with the applicable provisions of Chapter 607 of the Florida Statutes and by the sole member of the Surviving Party in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

SEVENTH: The merger is permitted under the laws of Florida and is not

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prohibited by the operating agreement or articles of organization of the limited liability company that is the Surviving Party to the merger.

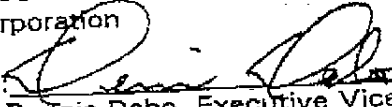
EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

NINTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida, which is the only applicable jurisdiction.


Under penalties of perjury, we declare that the information contained in these Articles of Merger is true and correct to the best of our knowledge and belief.

Dated: September 5, 2002

BLUE SKY YACHT SALES, INC., a Florida
Corporation

By: 
Dennis Debo, Executive Vice-President

BLUE SKY YACHT SALES, LLC, a Florida
Limited Liability Company

By: 
Darwin Deason, Manager and Authorized
Representative of the member

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PLAN OF MERGER

**Blue Sky Yacht Sales, Inc., a Florida Corporation
and
Blue Sky Yacht Sales, LLC, a Florida Limited Liability Company**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.210, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of the merging party (hereinafter referred to as the Merging Party) is as follows:

Exact Name: Blue Sky Yacht Sales, Inc.
Street Address: 2800 Mockingbird Lane, Dallas, Texas 75235
Jurisdiction: State of Florida
Entity Type: Profit Corporation
Florida Document/Registration Number: P99000056922
FEI Number: 75-2827645

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party (hereinafter referred to as the Surviving Party) is as follows:

Exact Name: Blue Sky Yacht Sales, LLC
Street Address: 2800 Mockingbird Lane, Dallas, Texas 75235
Jurisdiction: State of Florida
Entity Type: Limited Liability Company
Florida Document/Registration Number: L02000022740
FEI Number: ~~applied for~~

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

Section One. Blue Sky Yacht Sales, Inc., a Florida corporation, shall merge with and into Blue Sky Yacht Sales, LLC, a Florida limited liability company, which shall be the Surviving Party.

Section Two. On the effective date of the merger, the separate existence of the Merging Party shall cease, and the Surviving Party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal of the Merging Party, without the necessity for any separate transfer. The Surviving Party shall then be responsible and liable for all liabilities and obligations of the Merging Party, and neither the rights of creditors nor any liens on the property of the Merging Party shall be impaired by the merger.

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Section Three. The Articles of Organization of the Surviving Party shall continue to be its Articles of Organization following the effective date of the merger.

Section Four. The operating agreement of the Surviving Party shall continue to be its operating agreement following the effective date of the merger.

Section Five. The manager of the Surviving Party on the effective date of the merger shall continue as the manager of the Surviving Party for the full unexpired term of his office or until his successor has been elected or appointed and qualified.

Section Six This Plan of Merger shall be submitted for the approval of the sole shareholder of the Merging Party and the sole member of the Surviving Party in the manner provided by the applicable laws of the State of Florida at a meeting to be held by the sole shareholder of the Merging Party and the sole member of the Surviving Party or by written action in lieu of a meeting.

Section Seven. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

Section Eight. This Agreement may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

The Merging Party has 100,000 issued and outstanding shares of common stock. All of said issued and outstanding common stock of the Merging Party is owned by one shareholder. The Surviving Party has one class of membership interest which is owned by one member. All of the issued and outstanding common stock of the Merging Party will be converted into a 100% limited liability company membership interest in the Surviving Party. The sole shareholder of the Merging Party shall become the sole member of the Surviving Party.

The merger shall be effected as follows: After the effective date of the merger, the sole shareholder of the Merging Party shall surrender the stock certificate representing 100,000 shares in the Merging Party to the Surviving Party, or its duly appointed agent, in the manner that the Surviving Party shall require. On receipt of the stock certificate, the Surviving Party shall issue and exchange a

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membership certificate representing a 100% membership interest in the Surviving Party.

B. There are no rights to acquire interests, shares, obligations or other securities of the Merging Party or of the Surviving Party.

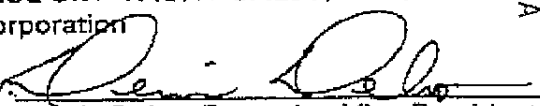
FIFTH: The Surviving Party is a limited liability company and it is to be managed by manager(s) and the name and address of the current manager is Darwin Deason, 2828 North Haskell, Dallas, Texas 75204.

SIXTH: The Surviving Party and the Merging Party are both Florida entities.


Under penalties of perjury, we declare that the information contained in this of Merger is true and correct to the best of our knowledge and belief.

Dated: September 5, 2002

BLUE SKY YACHT SALES, INC., a Florida
Corporation

By: 
Dennis Debo, Executive Vice-President

BLUE SKY YACHT SALES, LLC, a Florida
Limited Liability Company

By: 
Darwin Deason, Manager and Authorized
Representative of the member

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BLUE SKY YACHT SALES, INC., a Florida entity P99000056922

INTO

BLUE SKY YACHT SALES, LLC, a Florida entity, L02000022740

File date: September 5, 2002

Corporate Specialist: Tammi Cline