

L02000033892

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2003 JAN 15 AM 9:21

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J. BRYAN JAN 15 2003

Brady & Brady, P.A.

Attorneys at Law

370 W. Camino Gardens Blvd., Suite 200C
Boca Raton, FL 33432

Frank R. Brady*
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Phone: (561) 338-9256
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*Also Admitted to New Jersey Bar

December 20, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Merger and Amendment

Gentlemen:

Enclosed for filing in the corporation records of Florida are original Articles of Merger between Deep Sea Charters, Inc. and Deep Sea Charters of Florida, LLC and an amendment of the articles of formation for Deep Sea Charters of Florida, LLC. Also enclosed is a check for the fee to file the enclosed documents. Please file the original articles of merger and original articles of amendment, return a date stamped copy of each to me at your earliest convenience acknowledging their filing in the corporation records.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By: 

Frank R. Brady, Esq.

FRB/nb
encl.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 31, 2002

FRANK R. BRADY, ESQ.
BRADY & BRADY, P.A.
370 W. CAMINO GARDENS BLVD., STE. 200C
BOCA RATON, FL 33432

SUBJECT: DEEP SEA CHARTERS OF FLORIDA, LLC
Ref. Number: L02000033892

We have received your document for DEEP SEA CHARTERS OF FLORIDA, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

We retained the name change amendment in our office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 502A00067975

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TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Joey Bryan

Re: Articles of Merger of Deep Sea Charters, Inc.

Gentlemen,

As per your letter dated December 31st, enclosed are the original and one copy of the Articles of Merger of Deep Sea Charters, Inc. And Deep Sea Charters of Florida, Ltd., together with the plan of merger attached. Please file the original and return a date stamped copy to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

Brady & Brady, P.A.

By: 

Frank R. Brady, Esq.

FRB/nb
encl.

January 10, 2003

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

DEEP SEA CHARTERS, INC., A FLORIDA ENTITY, #552009

into

DEEP SEA CHARTERS OF FLORIDA, LLC, a Florida entity L02000033892

File date: January 15, 2003

Corporate Specialist: Joey Bryan

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. Deep Sea Charters, Inc 1801 SE 17th Street, Ste 103 Fort Lauderdale, FL 33316	Florida	corporation
Florida Document/Registration Number: 552009		FEI Number: 59-1802318
2. Deep Sea Charters of Florida, LLC 2950 NE 32nd Avenue Fort Lauderdale, FL 33308	Florida	limited liability c.
Florida Document/Registration Number: L02000033892		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Deep Sea Charters of Florida, LLC 2950 NE 32nd Street Fort Lauderdale, FL 33308	Florida	limited liability c

Florida Document/Registration Number: LD2000033892 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

Typed or Printed Name of Individual

Kathleen A. Windridge,
President

Kathleen A. Windridge,
Manager / President

(Attach additional sheet(s) if necessary)

PLAN OF MERGER AND SHARE EXCHANGE

This Plan of Merger and Share Exchange between Deep Sea Charters, Inc., a Florida corporation d/b/a Windridge Yacht Charters ("Deep Sea") and Deep Sea Charters, LLC, a Florida limited liability company ("LLC") dated as of October 1, 2002 wherein LLC is intended to be the surviving business entity, Deep Sea is intended to be absorbed by and merged into LLC and the separate existence of Deep Sea ceases.

Witnesseth:

Whereas, Deep Sea is a corporation duly incorporated and existing under the laws of the State of Florida with its principal office located at 2950 NE 32nd Avenue, Fort Lauderdale, Florida 33308; and

Whereas, LLC is a limited liability company duly organized and existing under the laws of the State of Florida with its registered office located at 2950 NE 32nd Avenue, Fort Lauderdale, Florida 33308; and

Whereas, the managers of LLC have considered the merger with Deep Sea and have determined that it is in the best business interests of the company and its managers that Deep Sea be absorbed by and merged into LLC pursuant to § 608.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended; and

Whereas, the board of directors of Deep Sea has considered the proposed merger with LLC and have determined that it is in the best business interests of the company and its shareholders that Deep Sea be absorbed by and merged into LLC pursuant to § 607.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended;

NOW, THEREFORE, in consideration of the exchange of certificates representing ownership of LLC for the shares of common stock of Deep Sea at the rate of one for one, the mutual covenants herein contained and other valuable consideration, a merger and share exchange shall take place in accordance with the following provisions:

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name: Deep Sea Charters, Inc.

Jurisdiction: Florida

Name: Deep Sea Charters of Florida, LLC

Jurisdiction: Florida

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SECOND: The exact name and jurisdiction of each surviving party are as follows:

Name: Deep Sea Chargers of Florida, LLC Jurisdiction: Florida

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

§1. *Merger and Share Exchange.* LLC shall acquire all issued and outstanding shares of Deep Sea by issuing one certificate of its equity in exchange for each share of Deep Sea common stock acquired by LLC. Deep Sea shall be absorbed by LLC and merge into LLC, which shall be the surviving business entity upon completion of the merger and share exchange.

§2. *Terms and Conditions.* On the effective date of the merger and share exchange, the separate existence of the absorbed corporation shall cease whereby title to all real and personal property of Deep Sea, shall be vested in LLC, without reservation or impairment of the business or operations of Deep Sea, and LLC shall change its corporate name to "Deep Sea Charters, LLC". LLC shall succeed to all rights, privileges, immunities and franchises of Deep Sea, and shall succeed to the ownership of all real and personal property of Deep Sea, without the need for any separate transfer. LLC shall then be responsible and liable for all liabilities and obligations of Deep Sea and neither the rights of creditors, nor any liens on the property of Deep Sea shall be impaired by the merger and share exchange. Deep Sea and LLC shall assist and cooperate with one another to take all actions necessary under the laws of Florida to notify the regulatory authorities of the merger and share exchange and otherwise as is necessary to effectuate the merger.

§3. *Conversion of Shares.* The manner and basis of converting the shares of Deep Sea into certificates of ownership of LLC is as follows:

The registered owners of common stock of Deep Sea as of September 1, 2002 (the "Record Date") will receive one certificates of ownership of LLC for each share (or fractional share) of Deep Sea registered in his or her name on the Record Date. However, in no event shall fractional certificates of ownership of LLC be issued, nor shall any cash or other property be paid, to the owners of Deep Sea common stock. The registered owners of the common stock of Deep Sea will be required to tender each certificate representing their shares of Deep Sea, endorsed in blank, to the stock transfer agent of LLC, whose name and address are John E. Stephens, Jr., Esq. c/o Lewis Marine Supply, Inc., 220 SW 32nd Street, Fort Lauderdale, FL 33315-3324 and upon receipt of such shares by the transfer agent, LLC shall cause one certificate representing the same number of shares of LLC's ownership interests as the number of shares of Deep Sea represented by

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TALLAHASSEE, FLORIDA

the certificate(s) surrendered to the transfer agent, to be issued in the name of the registered owner of Deep Sea stock so surrendered. The registered owners of common stock of Deep Sea shall also provide the transfer agent with the address at which all shareholder communications are to be delivered thereafter.

§a. *Changes in the Articles of Incorporation.* The Articles of Organization of LLC shall continue to be its Articles of Organization following the effective date of the merger and share exchange, except that such Articles of Organization shall be amended to change the corporate name of LLC to Deep Sea Charters, LLC and LLC shall have full power and unrestricted authority to modify such Articles of Organization at any time thereafter.

§4. *Operating Agreement of LLC* The operating agreement of LLC in effect immediately prior to the effective date of the merger shall be amended and restated so as to adopt the bylaws of Deep Sea as its operating agreement (except for ministerial changes to reflect the differences between certificates of ownership, managers and directors and other denominations under the corporation act and limited liability statute) following the effective date of the merger and share exchange.

§5. *Directors, Officers and Managers.* On the effective date of the merger and share exchange, the managers of LLC shall be as follows: Kathleen A. Windridge shall be the sole manager and shall serve a term of office as such three years. The following individuals shall hold the offices specified next to their names:

President & CEO - Kathleen A. Windridge
Secretary/Treasurer - Kathleen A. Windridge

§6. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger and share exchange, engage in any activity or transaction other than in the ordinary course of business, except that Deep Sea may take all actions necessary or convenient under the laws of the State of Florida to consummate the merger and share exchange.

§7. *Approval by Shareholders.* This plan of merger and share exchange shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the States of Florida and Delaware, and the affirmative vote of registered owners of a majority of the issued and outstanding shares of common stock of the constituent corporations shall be required to be cast with respect to the plan of merger and share exchange on or before October 15, 2002.

§8. *Effective Date of Merger and Share Exchange.* The effective date of this merger and share exchange shall be the date when the articles of merger and share exchange are filed by the Division of Corporations of the State of Florida or the date when

articles of merger and share exchange are filed by the Division of Corporations of the State of Delaware, which ever is earlier.

§9. *Abandonment of Merger and share exchange.* This plan of merger and share exchange may be abandoned by action of the board of directors of either Deep Sea or LLC at any time prior to the effective date of any of the following:

(a) the merger and share exchange is not approved by the owners of a majority of the shares of common stock of either LLC or Deep Sea outstanding on the record date for the vote on this merger and share exchange on or before October 15, 2002; or

(b) in the judgment of the board of directors of either LLC or Deep Sea, the merger and share exchange would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of Florida or Delaware, as applicable.

FOURTH: The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity, in whole or in part, into cash or other property are set forth in § 3 of article **THIRD** above.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity, in whole or in part, into cash or other property are set forth in the operating agreement of the surviving business entity.

FIFTH neither a partnership, nor a limited partnership, is the surviving entity.

SIXTH: The surviving business entity is to be a limited liability company and is to be managed by one or more managers. The name(s) and addresses of the manager(s) are set forth in § 5 of article **THIRD** above.

SEVENTH there are no jurisdictions under which each party to the merger are organized other than the State of Florida.

EIGHTH: All other provisions for the plan of merger are contained in article **THIRD** above.


IN WITNESS WHEREOF, the undersigned officers of the constituent corporations have executed this Plan of Merger and Share Exchange in the name and on behalf of LLC


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and Deep Sea, respectively, this ___ day of October, 2002.

Deep Sea Charters, Inc.

DEEP SEA CHARTERS OF FLORIDA, LLC

By 
Kathleen A. Windridge, president

By 
Kathleen A. Windridge, manager

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