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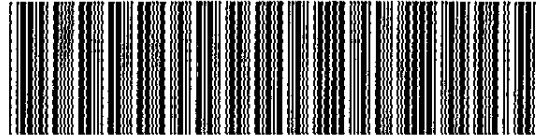
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TALLAHASSEE, FLORIDA

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LO3-914
JR

LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB (RETIRED, 2003)
CARL A. SPATZ

MIAMI (305) 856-0233
BROWARD 1 (888) 628-6483
FAX NO. (305) 856-9116
E-MAIL: spatzo@bellsouth.net

November 17, 2003

By Fed Ex

Secretary of State
Division of LLC's
409 East Gaines Street
Tallahassee, FL 32399

Re: International Marine Industries, LLC.

Dear Sir or Madam:

In reference to the captioned LLC, please find enclosed herewith the following:

1. Original and an executed copy of the Articles and Plan of Merger of International Marine Industries, LLC, a Florida Limited Liability with International Marine Industries, LLC a Maryland Limited Liability Company with the Florida LLC to be the surviving LLC.

2. A check made payable to the Division of Corporations in the sum of \$60.00 for the following:

Filing Fee for Merger	\$25.00
Certified copy of Articles and Plan of Merger	30.00
Certificate of Status showing merger	<u>5.00</u>
TOTAL	\$60.00

Please return to the undersigned a certified copy of the Articles and Plan of Merger and a Certificate of Status in the Fed Ex return envelope enclosed for your convenience. Thank you.

Very truly yours,

GELB & SPATZ

BY: Carl A. Spatz
Carl A. Spatz

CAS/bd
Encl.

Business/lc/forms/sosltr/kay/intlmarine

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TALLAHASSEE, FLORIDA

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ARTICLES AND PLAN OF MERGER

of

INTERNATIONAL MARINE INDUSTRIES, LLC
(a Florida Limited Liability Company)

and

INTERNATIONAL MARINE INDUSTRIES, LLC
(a Maryland Limited Liability Company)

The undersigned Limited Liability Companies in accordance with the Florida and Maryland Limited Liability Company Act; hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties hereto agree to effect this Merger,

ARTICLE 2

The Limited Liability Company to survive the Merger is INTERNATIONAL MARINE INDUSTRIES LLC, a Florida Limited Liability Company, ("the Florida LLC") which shall continue under the same name.

ARTICLE 3

The parties to these Articles and Plan of Merger are INTERNATIONAL MARINE INDUSTRIES LLC, a Florida Limited Liability Company, ("the Florida LLC") and INTERNATIONAL MARINE INDUSTRIES LLC, a Maryland Limited Liability Company, ("the Maryland LLC").

ARTICLE 4

No amendments to the Articles of Organization or Operating Agreement of the surviving Limited Liability Company is to be effected as part of the Merger.

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TALLAHASSEE, FLORIDA

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ARTICLE 5

As of the effective date of the merger, the value of the Capital Accounts of the Members of the Maryland LLC, which shall be equal to the paid in capital of the company shall be entered on the books of the Florida LLC as additional paid in capital. Upon the surrender of the certificates representing all the membership interests in the Maryland LLC, by the holders thereof, the membership interests in the Florida, LLC, which are totally owned by Neal Kay and Sandra L. Hall shall be reissued as follows:

45% Membership interest to Neal Kay

45% Membership interest to Sandra L. Hall

10% Membership interest to Patrick B. Reischmann

comprising 100% of the Membership interest in International Marine Industries LLC, a Florida Limited Company.

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TALLAHASSEE, FLORIDA

ARTICLE 6

The Articles of Organization and Operating Agreement of International Marine Enterprises LLC a Florida Limited Liability Company as in effect on the effective date of the Merger shall continue in full force and effect as the Articles of Organization and Operating Agreement of the Florida LLC and shall not be changed or amended by the Merger. The Florida LLC, reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles Organization or Operating Agreement in the manner now or hereafter prescribed by statute, and all rights conferred on members are subject to said reservation.

ARTICLE 7

Neal Kay, the Sole Managing Member of the Florida LLC, as of the effective date of the Merger, shall continue in office pursuant to the terms of the Articles of Organization and Operating Agreement of the Florida LLC. His address is 1000 Venetia Way, Apt. 210, Miami Beach, Florida 33139.

ARTICLE 8

On the effective date of the Merger all of the property, rights, privileges, beneficial interests and franchises, of whatsoever nature and description and the tax number, liabilities of the Maryland LLC, including its indebtedness to Neal Kay shall be transferred to, vest in, and devolve upon the surviving Florida LLC, International Marine Industries LLC, a Florida Limited Liabilities Company, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by the Florida LLC, to evidence such transfer, vesting or devolution of any property, right privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Maryland LLC, to the surviving Florida LLC.

ARTICLE 9

These Articles and Plan of Merger were duly adopted and unanimously approved by the Members of the participating Limited Liability Companies on January 23, 2003 pursuant to the laws of their respective states of organization.

ARTICLE 10

The effective date of the Merger shall be the date of the filing of these Articles and Plan of Merger with the Florida Secretary of State.

INTERNATIONAL MARINE INDUSTRIES LLC
a Maryland Limited Liability Company

[Signature]
Witness as to Hall
[Signature]
Witness as to Hall
Heider Gonzalez
Witness as to Kay
Heider Gonzalez
Witness as to Kay

BY: [Signature]
SANDRA LEE HALL, Member
BY: [Signature]
NEAL KAY, Member

Comprising 100% of the Membership of the LLC

INTERNATIONAL MARINE INDUSTRIES LLC
a Florida Limited Liability Company

Heider Gonzalez
Witness as to Kay
Heider Gonzalez
Witness as to Kay
[Signature]
Witness as to Hall
[Signature]
Witness as to Hall
Heider Gonzalez
Witness as to Reischmann
Heider Gonzalez
Witness as to Reischmann

BY: [Signature]
NEAL KAY, Member
BY: [Signature]
SANDRA LEE HALL, Member
BY: [Signature]
PATRICK B. REISCHMANN, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Comprising 100% of the Membership of the LLC