

Division of Corporations

Page 1

L 04000040138

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000046589 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : BARNETT, BOLT, KIRKWOOD & LONG

Account Number : 072731001155

Phone : (813)253-2020

Fax Number : (813)251-6711

RECEIVED

05 FEB 24 AM 9:39

DIVISION OF CORPORATIONS

FILED
2005 FEB 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SV CHARTERS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$105.00

50.00

W 04/25/05

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000046589 3

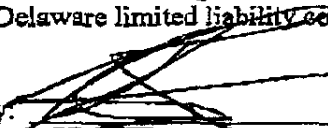
**ARTICLES OF MERGER/CERTIFICATE OF MERGER
MERGING SV FLORIDA HOLDINGS, LLC, A DELAWARE LIMITED LIABILITY
COMPANY INTO SV CHARTERS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 608.4382 of the Florida Statutes and Section 18-209 of Title 6 of the Delaware Code, SV Charters, LLC, a Florida limited liability company hereby delivers these Articles of Merger/Certificate of Merger for the purpose of merging SV Florida Holdings, LLC, a Delaware limited liability company (the "DE LLC"), into SV Charters, LLC, a Florida limited liability company (the "FL LLC").

L04-40138

1. A Plan of Merger/Agreement of Merger (the "Plan") was approved by the DE LLC in accordance with the applicable provisions of Section 18-209 of Title 6 of the Delaware Code.
2. The Plan was approved by the FL LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
3. A copy of the Plan is attached as Exhibit A to these Articles of Merger/Certificate of Merger. A copy of the Plan is also on file at the place of business of the FL LLC which is located at 3275 Green Dolphin Lane, Naples, Florida 34102.
4. A copy of the Plan will be furnished by the FL LLC to any member of the FL LLC or DE LLC upon request and without cost to such member.
5. The FL LLC agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the DE LLC, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of such process in any such action, suit or proceeding. A copy of such process shall be mailed to the FL LLC at 3275 Green Dolphin Lane, Naples, Florida 34102 by the Secretary of the State of Delaware.
6. The Merger shall be effective upon the filing of these Articles of Merger/Certificate of Merger with the Florida Department of State and the Delaware Secretary of State.

SV Florida Holdings, LLC
a Delaware limited liability company

By:  2/23/05
L. Kerry Vickar, Manager Date

SV Charters, LLC
a Florida limited liability company

By:  2/23/05
Bryan L. Smith, Manager Date

2005 FEB 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H05000046589 3

PLAN OF MERGER/
AGREEMENT OF MERGER

This PLAN OF MERGER/AGREEMENT OF MERGER (this "Plan") is hereby adopted by SV Florida Holdings, LLC, a Delaware limited liability company (the "DE LLC"), and SV Charters, LLC, a Florida limited liability company (the "FL LLC"), in accordance with the provisions of Section 18-209 of Title 6 of the Delaware Code and Section 608.438 of the Florida Statutes. The FL LLC is sometimes referred to herein as the "Surviving Entity".

1. Merger. The DE LLC will be merged with and into the FL LLC pursuant to and in accordance with Section 18-209 of Title 6 of the Delaware Code and Section 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of the DE LLC will cease, and the FL LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of the DE LLC and will be responsible for the debts, liabilities and obligations of the DE LLC.
2. Name. After the merger, the Surviving Entity will have the name "SV Holdings and Charters, LLC."
3. Treatment of Ownership Interests. Each membership interest in the FL LLC issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each membership interest of the DE LLC issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled. Accordingly, following the Merger, the Surviving Entity will be owned 100% by the owners of the FL LLC.
4. Management of Surviving Entity. Management of the Surviving Entity shall be in its Managers. The names and business addresses of the Managers of the Surviving Entity are set forth below.

L. Kerry Vickar 789 Harbour Isles Court North Palm Beach, Florida 33410	Bryan L. Smith 3275 Green Dolphin Lane Naples, Florida 34102
---	--
5. Effective Date. The Merger shall be effective upon the filing of the Articles of Merger/Certificate of Merger with the Florida Department of State and the Delaware Secretary of State (the "Effective Date"); provided, however, that the Merger shall be deemed to be effective as of January 1, 2005, for all purposes.
6. Operating Agreement. The Operating Agreement of the FL LLC, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity until amended; provided, however, that, effective as of the Effective Date, Section 2.2 of the Operating Agreement of the FL LLC is hereby amended to read in its entirety as set forth below:

2005 FEB 24 AM 11:06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

H05000046589 3

2.2 Company Name. The name of the Company is SV Holdings and Charters, LLC, and all business of the Company shall be conducted in that name.

7. Articles of Organization. The Articles of Organization of the FL LLC, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity until amended; provided, however, that, effective as of the Effective Date, Article I of the Articles of Organization of the FL LLC is hereby amended to read in its entirety as set forth below:

Article I – Name:

The name of the Limited Liability Company is SV Holdings and Charters, LLC.

SV Florida Holdings, LLC
a Delaware limited liability company

By:  2/23/05
L. Kerry Vick, Manager Date

SV Charters, LLC
a Florida limited liability company

By:  2/23/05
Bryan L. Smith, Manager Date

FILED
2005 FEB 24 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA