

L04 0000 42233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

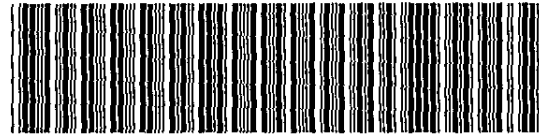
(Business Entity Name)

(Document Number)

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ALLAHSEE, FLORIDA

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J. BRYAN SEP - 2 2004

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

2004 SEP - 1
TALLAHASSEE, FLORIDA
CORPORATIONS
PH 2:05

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CRAZY GROSS'S MARINA, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Fort Lauderdale and Southern LLC</u> <u>925 Euclid Ave., Ste. 2000</u> <u>Cleveland, OH 44115</u>	<u>Delaware</u>	<u>LLC</u>
Florida Document/Registration Number: <u>001000002855</u>		FEI Number: <u>282301368</u>
<u>2. Crazy Gregg's Marina LLC</u> <u>301 Seabreeze Blvd</u> <u>Ft. Lauderdale, Fl. 33316</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L04000042233</u>		FEI Number: _____
<u>3.</u>	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
<u>4.</u>	_____	_____
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:

Name and Street Address

Jurisdiction

Entity Type

Crazy Gregg's Marina, LLC

Florida

LLC

301 Seabreeze Blvd.

Ft. Lauderdale, Fl. 33316

Florida Document/Registration Number: L04000042233

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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TALLAHASSEE, FLORIDA

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

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 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
FORT LAUDERDALE AND SOUTHERN LLC	Delaware
CRAZY GREGG'S MARINA, LLC	Florida

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CORPORATIONS
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
CRAZY GREGG'S MARINA, LLC	Florida

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

Fort Lauderdale and Southern LLC shall merge into Crazy Gregg's Marina LLC so that Crazy Gregg's Marina LLC is the surviving entity

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each member of the merging parties shall have an equal or corresponding interest in the surviving entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

ROBERT McINTYRE
301 Seabreeze Blvd.
Ft. Lauderdale, Fl. 33316

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

None

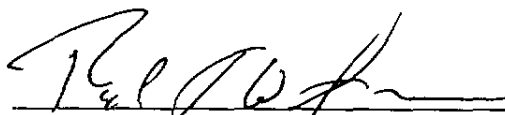
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JUDICIAL CORPORATION
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

CERTIFICATE ASSIGNMENT

For value received, the undersigned hereby assigns and transfers unto CRAZY GREGG'S MARINA, LLC all of the undersigned's interest in and to the limited liability company units represented by this Certificate Number 1 and hereby irrevocably constitutes and appoints ROBERT McINTYRE as attorney to transfer the said interest on the books and records of the company named within, with full power of substitution in the premises.

DATED: July 12, 2004.



Richard T. Watson, Transferor

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JAMES CORPORATION
TALLAHASSEE, FLORIDA

October , 2003

Fort Lauderdale & Southern, LLC

The undersigned hereby resigns as Manager effective with the sale of his membership units.

Very truly yours,



Richard T. Watson

J:\SEIBERT\THE HARBOR\Resignation letter.doc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA