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Division of Corporations

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Florida Department of State  
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MERGER OR SHARE EXCHANGE

BLUE WATER FISHING TEAM, LLC

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Fax Audit Number: BD6000095226 3

**ARTICLES OF MERGER  
OF**

**GLORY DAYS, LLC**  
a Florida limited liability company  
(Document # L04000062047)

and

**BLUE WATER FISHING TEAM, LLC**  
a Florida limited liability company  
(Document # L04000062046)

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **GLORY DAYS, LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease, and **BLUE WATER FISHING TEAM, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.
2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".
3. The merger shall be effective as of the date of filing of these Articles of Merger with the Florida Department of State.
4. The Agreement and Plan of Merger was approved and adopted by the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act.
5. The Surviving Entity will continue to exist under the name "**Glory Days, LLC**" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

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(Signature page to Articles of Merger)

**DISAPPEARING ENTITY:**

GLORY DAYS, LLC, a Florida limited liability company

By: Blue Water Fishing Team, LLC, its Managing Member

By: John M. Crudele  
John M. Crudele, its Managing Member

**SURVIVING ENTITY:**

BLUE WATER FISHING TEAM, LLC, a Florida limited liability company (to be known as Glory Days, LLC)

By: John M. Crudele  
John M. Crudele, its Managing Member

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**EXHIBIT "A"**  
**Agreement and Plan of Merger**

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**GLORY DAYS, LLC**  
**a Florida limited liability company**  
**and**  
**BLUE WATER FISHING TEAM, LLC**  
**a Florida limited liability company**

**THIS AGREEMENT AND PLAN OF MERGER** by and between **GLORY DAYS, LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, and **BLUE WATER FISHING TEAM, LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the managing member of each of the Disappearing Entity and the Surviving Entity:

**WITNESSETH:**

**WHEREAS**, the Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Managing Member of the Disappearing Entity and the Managing Member of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members of both entities; and

**WHEREAS**, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company

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Act shall be duly executed by the managing member of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "GLORY DAYS, LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The capital and profits of the Disappearing Entity are owned entirely by the Surviving Entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The managing member of the Surviving Entity upon the effective date of the merger shall continue to be the sole managing member of the Surviving Entity. Hence, the name and business address of the managing member of the Surviving Entity shall continue to be John M. Crudele, 166 Royal Palm Drive, Fort Lauderdale, Florida, 33301.

10. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The managing member of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

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12. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

13. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 10th day of April, 2006.

**DISAPPEARING ENTITY:**

GLORY DAYS, LLC, a Florida limited liability company

By: Blue Water Fishing Team, LLC, its Managing Member

By: John M. Crudele  
John M. Crudele, its Managing Member

**SURVIVING ENTITY:**

BLUE WATER FISHING TEAM, LLC, a Florida limited liability company (to be known as Glory Days, LLC)

By: John M. Crudele  
John M. Crudele, its Managing Member

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