

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BETH-DEE-BOB, LLC

Certificate of Status	1
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Page Count	09
Estimated Charge	\$36.25

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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.

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>
1. BETH-DEE-BOB 119 Beach Avenue, P.O. Box 81 Cape May Courthouse, NJ 08210	New Jersey	Partnership
Florida Document/Registration Number: _____ FEI Number: _____		
2. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		
3. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		
4. _____	_____	_____
Florida Document/Registration Number: _____ FEI Number: _____		

(Attach additional sheet(s) if necessary)

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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>
BETH-DEE-BOB, LLC	Florida	Limited Liability Company
1141 Coral Way, Riviera Beach, FL 33404		

Florida Document/Registration Number: L04000075259

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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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

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

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:****(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>BETH-DEE-BOB</u>	<u>John W. Kelleher</u>	F/V SEA EXPRESS INC. John W. Kelleher, President
	<u>Michelle Kelleher</u>	F/V CHESAPEAKE, INC. Michelle Kelleher, President
	<u>John W. Kelleher</u>	BETH-DEE-BOB F/V, INC. John W. Kelleher, President
	<u>Robert C. Kelleher</u>	KELLEHER BROS. CORP. Robert C. Kelleher, President

BETH-DEE-BOB, LLCJohn W. KelleherJohn W. Kelleher
Authorized Member2004 DEC -9 AM 8:46
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(Attach additional sheet(s) if necessary)

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER
OF
BETH-DEE-BOB
(A New Jersey General Partnership)
INTO
BETH-DEE-BOB, LLC
(A Florida Limited Liability Company)

This Plan and Agreement of Merger made and entered into on the 24th day of November, 2004 by and between BETH-DEE-BOB, a New Jersey General Partnership (herein sometimes referred to as the merging entity) and BETH-DEE-BOB, LLC, A Florida Limited Liability Company (herein sometimes referred to as the surviving entity), said entities hereinafter sometimes referred to jointly as the Constituent entities.

WITNESSETH:

WHEREAS BETH-DEE-BOB is a general partnership organized and existing under the laws of the state of New Jersey, and

WHEREAS BETH-DEE-BOB, LLC is a Limited Liability Company organized and existing under the laws of the state of Florida, its Articles of Organization having been filed in the office of the Florida Secretary of State on October 18, 2004; and

WHEREAS the Partners of the merging Partnership and the Members of the Surviving Limited Liability Company deem it advisable that BETH-DEE-BOB (the merging entity) be merged into BETH-DEE-BOB, LLC (the surviving entity) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the states of New Jersey and Florida which permit such merger;

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NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the merging entity and the surviving entity, by the Partners of the merging entity and the Members of the surviving entity have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The merging entity and the surviving entity shall be merged into a single entity, in accordance with applicable provisions of the laws of the states of New Jersey and Florida, by BETH-DEE-BOB merging into BETH-DEE-BOB, LLC which shall be the surviving entity.

ARTICLE II

This merger shall be effective on the date of filing with the office of the Florida Secretary of State.

1. The two constituent entities shall be a single entity, which shall be the surviving entity, and the separate existence of the entities shall cease except to the extent provided by law in the case of an Entity after its merger into another entity.

2. The surviving entity shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the merging entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the merging entity shall be taken and deemed to be vested in the surviving entity without further act or deed.

3. The surviving entity shall thenceforth be responsible and liable for all of the liabilities and obligations of the

merging entity; and any claim existing or action or proceeding pending by or against the merging entity may be prosecuted to judgment or, if deemed necessary the surviving entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the constituent entities shall be impaired by the merger;

4. The aggregate amount of the net assets of the constituent entities which was available for distribution to the Partners of the merging partnership and to the Members of the surviving limited liability company immediately prior to the merger shall continue to be available for distribution to the members of the surviving entity.

5. The Operating Agreement of BETH-DEE-BOB, LLC as existing and constituted immediately prior to the effective date of merger shall be and constitute the Operating Agreement of the surviving entity.

ARTICLE III

The Articles of Organization of the surviving entity filed with the office of the Secretary of Florida on the 18th day of November, 2004 shall be the Articles of Organization of the surviving entity on the effective date of this merger.

ARTICLE IV

The manner and basis of converting the interest of the merging entity into interests of the surviving entity are as follows:

(1) The assets and liabilities of the merging entity shall be transferred to the surviving entity. The Partners of the merging entity shall surrender their interest in the partnership.

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(2) The interest of the members in the surviving entity shall be unaffected by the merger.

(3) After the effective date of the merger, only the interest held by the members of the surviving entity shall be a valid interest.

ARTICLE V

The surviving entity, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the surviving entity shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving entity the title to any property or rights of the merging entity, the proper officers, directors and members of the merging entities shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the surviving entity, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the partners and members of each of the constituent entities as provided by law, and shall take effect, and be deemed and taken to be the Plan and Agreement of Merger of said entities upon approval or adoption thereof by the partners and members of each of the constituent entities in accordance with the requirements of the laws of the states of New Jersey and Florida.

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ARTICLE VIII

This plan and agreement involves a statutory merger of an entity referred to in Section 708 of the of the Internal Revenue Code of 1986, as amended, and this plan and agreement is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the merging entity and the surviving entity, pursuant to the approval and authority duly given by resolutions adopted by the partners and members have caused this Plan and Agreement of Merger to be executed by the Partner of the merging entity and an Authorized Member of the surviving entity hereto.

BETH-DEE-BOB

By all partners:

F/V Sea Express Inc.

By John W. Kelleher
John W. Kelleher, President

F/V Chesapeake, Inc.

By Michelle Kelleher
Michelle Kelleher, President

Dated: November 24, 2004

Beth-Dee-Bob F/V Inc.

By John W. Kelleher
John W. Kelleher, President

Kelleher Bros. Corp.

By Robert C. Kelleher
Robert C. Kelleher, President

BETH-DEE-BOB, LLC

By John W. Kelleher
John W. Kelleher, Authorized Member

Dated: November 24, 2004

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