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Division of Corporations

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Florida Department of State
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From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941)366-4800
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

B AND C MARITIME, LLC

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**ARTICLES OF MERGER OF
JOHN K. MONTGOMERY, WILLIAM F. CHASTAIN, JR., AND JOHN W. BIDDINGER
PARTNERSHIP,
INTO
B AND C MARITIME, LLC**

B AND C MARITIME, LLC, a Florida limited liability company ("Maritime"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of John K. Montgomery, William F. Chastain, Jr., and John W. Biddinger Partnership, an unregistered Florida general partnership ("MCB"), with and into Maritime. Maritime shall be the surviving business entity.

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

B and C Maritime, LLC
1441 Landings Circle
Sarasota, Florida 34231

Jurisdiction: Florida
Entity type: Limited Liability Company
Florida document/registration number: L04000079661

John K. Montgomery, William F. Chastain, Jr., and John W. Biddinger
Partnership
1441 Landings Circle
Sarasota, Florida 34231

Entity type: Unregistered Florida General Partnership

2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

B and C Maritime, LLC
1441 Landings Circle
Sarasota, Florida 34231

Jurisdiction: Florida
Entity type: Limited Liability Company
Florida document/registration number: L04000079661

3. A true copy of the Plan of Merger is attached hereto as "Exhibit A."

4. The foregoing Plan of Merger was approved by Maritime in accordance with Section 608.4361, Florida Statutes.

5. The foregoing Plan of Merger was approved by MCB.

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6. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.


B AND C MARITIME, LLC,
a Florida limited liability company

By:



William F. Chastain, Jr.
Its Manager

John K. Montgomery, William F. Chastain,
Jr., and John W. Biddinger Partnership,
an unregistered Florida general partnership

By:


William F. Chastain, Jr.
Its Partner

By:


John W. Biddinger
Its Partner

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EXHIBIT A

**PLAN OF MERGER
OF JOHN K. MONTGOMERY, WILLIAM F. CHASTAIN, JR., AND JOHN W. BIDDINGER
PARTNERSHIP,
INTO
B AND C MARITIME, LLC**

B AND C MARITIME, LLC, a Florida manager-managed limited liability company, and John K. Montgomery, William F. Chastain, Jr., and John W. Biddinger Partnership, an unregistered Florida general partnership, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are B and C Maritime, LLC, a Florida manager-managed limited liability company ("Maritime"), and John K. Montgomery, William F. Chastain, Jr., and John W. Biddinger Partnership, an unregistered Florida general partnership ("MCB"). As a result of the merger, MCB shall be merged with and into Maritime. Maritime shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. As a result of the merger, the interests of the partners of MCB shall be cancelled. The partners of MCB shall have no rights to acquire additional membership interests in Maritime. No change shall occur in the membership interests of Maritime.
4. The name and address of the Manager for Maritime is William F. Chastain, Jr., 1441 Landings Circle, Sarasota, Florida 34231.
5. This plan shall be submitted to the partners of MCB for approval. This plan shall be submitted to the Members and Manager of Maritime for approval.
6. Each member of Maritime having a membership interest in Maritime immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
7. The Members and Manager of Maritime and the partners of MCB are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
8. There are no other terms of or conditions to the merger.

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