

L06000035788

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : ALLEY MAASS ET AL (SJH)
Account Number : I19990000280
Phone : (561) 659-1770
Fax Number : (561) 833-2261

*Merging party
L06000035788
Parker Down Church, LLC*

MERGER OR SHARE EXCHANGE

DD Marine Holdings Inc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

RECEIVED

2009 MAY 28 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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A. LUNT

MAY 29 2009

EXAMINER

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Help

Certificate of Merger

The following Certificate of Merger is submitted to merge the following Florida limited liability company and Delaware corporation in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Double Down Charters, LLC	Florida	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DD Marine Holdings Inc.	Delaware	Profit Corporation

THIRD: The attached Plan of Merger was approved by the domestic limited liability company and the Delaware corporation that are a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The effective date of the merger is the date this Certificate of Merger is filed with the Secretary of State of Florida.

FIFTH: The surviving party is not formed, organized or incorporated under the laws of Florida, and its principal office address in its home state, country or jurisdiction is as follows:

1201 North Market Street, 18th Floor
Wilmington, DE 19808

SIXTH: The surviving party is not formed, organized or incorporated under the laws of Florida, and the survivor agrees to pay to any member with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

SEVENTH: The surviving party is an out-of-state entity not qualified to transact business in this state and the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s.48.181, F.S., as follows:

Street address: 63 Stevens Drive
Brentwood, NH 03833

Mailing address: c/o Sevim Perry
P.O. Box 63
Exeter, NH 03833

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

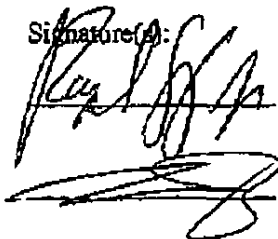
EIGHTH: Signatures for each Party:

Name of Entity:

Double Dowa Charters, LLC

DD Marine Holdings Inc.

Signature(s):



Typed or Printed

Name of Individual:

Raymond Sozzi, Jr.,
Managing Member

Sevim Perry,
President

Dated this 27th day of May, 2009.

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PLAN OF MERGER

FIRST: The exact name, entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Double Down Charters, LLC	Florida	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DD Marine Holdings Inc.	Delaware	Profit Corporation

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

On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal, tangible and intangible, of the merging party, without the necessity of any separate transfer. The surviving party shall be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each member unit of the merging party issued and outstanding on the effective date of the merger shall be converted into one share of \$1.00 par value common stock of the surviving party. The conversion shall be effected by the holder of a certificate representing one member unit of the merging party surrendering said certificate to the surviving party and the surviving party issuing a stock certificate to said holder for one common share of the surviving party.

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

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Any right to acquire the interests, shares, obligations or other securities of the merging party shall be converted into an equal right to acquire the interests, shares, obligations or other securities of the surviving party. The conversion shall be effected by the holder of a right to acquire delivering evidence of such right to the surviving party and the surviving party shall issue evidence acknowledging such right to acquire interests, shares, obligations or other securities of the surviving party.

FIFTH: The for profit corporation is the survivor and the name and business address of the President of the corporation is as follows:

Sevim Perry
63 Stevens Drive
Brentwood, NH 03833

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