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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Scallops of Florida, LLC

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FAX Transmission

Date: May 3, 2007	FAX Number: 850-245-6030
To: Florida Department of State, Attention: Agnes Lunt	File Number: 11965.022898
From: Teena Enneking	Number of Pages: 15 (including cover page)
<p>Re: Thirteen Mile, LLC Merger documents. Ms. Lunt, attached are the merger documents for Scallops of Florida, LLC and Buddy Ward & Sons Seafood & Tracking, LLC, with the changes in the effective dates of the merger under Article IX of the Agreements and Plan of Merger as you requested. Please re-file these documents as of the original submission date and send me a new cover sheet. Thank you for your assistance. If you have any additional questions please call me at 904-359-7741.</p>	

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Mary Wigmore at: 904-359-7810.

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Florida Dept of State

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May 3, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SCALLOPS OF FLORIDA, LLC
P.O. BOX 697
APALACHICOLA, FL 32329

SUBJECT: SCALLOPS OF FLORIDA, LLC
REF: L06000105841

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

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ARTICLES OF MERGER
of
Scallops of Florida, Inc.
(a Florida corporation)
with and into
Scallops of Florida, LLC
(a Florida limited liability company)

Pursuant Section 608.438, Florida Statutes, Scallops of Florida, Inc., a Florida corporation (the "Corporation"), and Scallops of Florida, LLC, a Florida limited liability company ("the "LLC"), submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of the Corporation with and into the LLC is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.

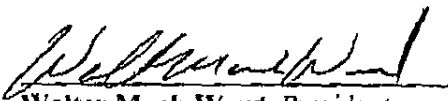
2. The effective date of the merger shall be February 15, 2007, or if later as of the date of this filing.

3. The Plan was approved by the Corporation in accordance with the applicable provisions of Chapter 607, Florida Statutes.

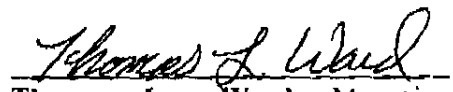
4. The Plan was approved by the LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

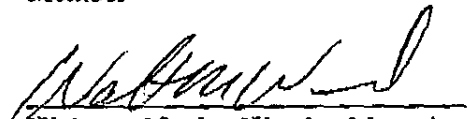
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 15th day of February, 2007.

Scallops of Florida, Inc.


 Walter Mack Ward, President
 Vice

Scallops of Florida, LLC


 Thomas Lee Ward, Managing
 Member


 Walter Mack Ward, Managing
 Member

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AGREEMENT AND PLAN OF MERGER

of
SCALLOPS OF FLORIDA, INC.
(a Florida corporation)
with and into
SCALLOPS OF FLORIDA, LLC
(a Florida limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 15 day of February, 2007, by and between **SCALLOPS OF FLORIDA, INC.**, a Florida corporation (the "CORPORATION") and **SCALLOPS OF FLORIDA, LLC**, a Florida limited liability company (the "LLC") (CORPORATION and LLC hereinafter collectively referred to as the "Entities").

WITNESSETH:

WHEREAS, the CORPORATION is a corporation organized and existing under the laws of the State of Florida, with its principal office at 233 Water Street, Apalachicola, Florida 32390;

WHEREAS, the LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 233 Water Street, Apalachicola, Florida 32390;

WHEREAS, Martha Pearl Ward, Thomas Lee Ward and Walter Mack Ward are the sole shareholders of the CORPORATION and Ward Family Enterprises, LLC, is the sole member of the LLC;

WHEREAS, the laws of the State of Florida permit a merger of a corporation with and into a limited liability company; and

WHEREAS, the respective shareholders and member of each of the Entities have deemed it advisable to merge the CORPORATION with and into the LLC (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article IX below, the Merger shall become effective, at which time the separate existence of the CORPORATION shall cease and the CORPORATION shall be merged, pursuant to Section 608.438, Florida Statutes, with and into the LLC, which shall continue its existence as a Florida limited liability company and be the limited liability company surviving the Merger (the "Surviving Limited Liability Company").

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ARTICLE II

The Surviving Limited Liability Company shall be governed by the laws of the State of Florida. On the Effective Date, the Operating Agreement of the LLC and the Articles of Organization of the LLC as filed with the Secretary of State of the State of Florida shall be the Operating Agreement and the Articles of Organization of the Surviving Limited Liability Company until further amended in the manner provided by law.

ARTICLE III

On the Effective Date, the Managing Members of the Surviving Limited Liability Company will be THOMAS LEE WARD and WALTER MACK WARD, 233 Water Street, Apalachicola, Florida 32390.

ARTICLE IV

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the shares in CORPORATION shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.
2. The limited liability company interests in the LLC shall remain issued and outstanding after the Effective Date. After the Effective Date, the ownership of the limited liability company interests in the LLC shall be as follows:

Units:

Ward Family Enterprises, LLC	100
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3. The shareholders of CORPORATION shall receive limited liability company interests in WARD FAMILY ENTERPRISES, LLC in exchange for their interests in the CORPORATION.

ARTICLE V

At such time as the Merger becomes effective, title to all of the assets of the CORPORATION shall be vested in LLC without reversion or impairment and LLC shall thenceforth be responsible for all of the liabilities and obligations of the CORPORATION. Any proceeding pending against the CORPORATION may be continued as if the merger did not occur or the Surviving Limited Liability Company may be substituted in its place.

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TALLAHASSEE, FLORIDA

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ARTICLE VI

Prior to and from and after the Effective Date, the Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Limited Liability Company shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of the CORPORATION, the last acting shareholders of the CORPORATION, or the Managing Member of the Surviving Limited Liability Company, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement.

ARTICLE VII

On the Effective Date (defined below), all of the assets, liabilities, reserves and accounts of the Entities shall be recorded on the books of the Surviving Limited Liability Company at the amounts at which they, respectively, shall then be carried on the books of said Entities, subject to such adjustments or eliminations of inter-company items as may be appropriate giving effect to the Merger.

ARTICLE VIII

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Entities by appropriate resolution of any of the shareholders of the CORPORATION or by the members of the LLC at any time prior to the Effective Date (defined below) of the Merger.

ARTICLE IX

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Florida. The Merger shall become effective as of February 15, 2007 (the "Effective Date")., or if later, as of the date of this filing.

ARTICLE X

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida without regard to conflict of law principles.

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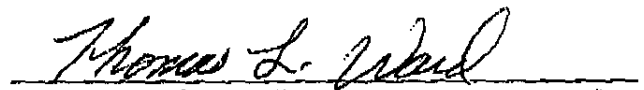
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IN WITNESS WHEREOF, the CORPORATION has caused this Agreement to be signed in its name by its duly authorized shareholders as of the date first above written and the LLC has caused this Agreement to be signed in its name by its duly authorized managing member as of the date first above written.

SCALLOPS OF FLORIDA, INC.


WALTER MACK WARD, President
Vice

SCALLOPS OF FLORIDA, LLC


THOMAS LEE WARD as a managing member
of WARD FAMILY ENTERPRISES, LLC


WALTER MACK WARD as a managing
member of WARD FAMILY ENTERPRISES,
LLC

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