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Pam Alford

(305) 743-8871

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Florida Department of State
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To:
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From:
Account Name : JERRY COLEMAN, P.L.
Account Number : I20000000204
Phone : (305) 292-3095
Fax Number : (305) 296-6200

MERGER OR SHARE EXCHANGE

D'Assign Escapes Charters LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$58.75

\$180.00

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CERTIFICATE OF MERGER**(For Florida Limited Liability Companies)**

The following Certificate of Merger is submitted in accordance with § 608.4382, Florida Statutes to merge the following Florida Limited Liability Company(ies).

FIRST: The exact name, jurisdiction and form/entity type for each merging party are:

D'Asign Escapes LLC	Florida	Limited Liability Company L99000009293
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SECOND: The exact name, form/entity type and jurisdiction of the surviving party are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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D'Asign Escapes Charters LLC	Florida	Limited Liability Company L07000087595
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THIRD: Each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the attached Plan of Merger approved the plan in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620 Florida Statutes.

FOURTH: Each business entity that is a party to the merger approved the attached plan of merger in accordance with the applicable laws of the state, county or jurisdiction under which each business entity is formed, organized or incorporated.

FIFTH: The effective date of merger shall be the date this Certificate of Merger is filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

SIXTH: Reserved (N/A).

SEVENTH: Reserved (N/A).

EIGHTH: Reserved (N/A).

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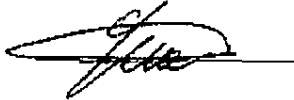
NINTH: Signature(s) for Each Party.

Name of Entry/Organization:

Signature(s):

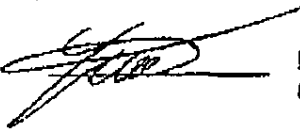
Typed or Printed
Name of Individual:

D'Assign Escapes LLC



Franco L. D'Ascanio
(authorized Manager)

D'Assign Escapes Charters LLC



Franco L. D'Ascanio
(authorized Member/Manager)

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PLAN OF MERGER**FIRST:** The exact name, form/entity type and jurisdiction for each merging party are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
D'Assign Escapes LLC	Florida	Limited Liability Company L99000009293

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
D'Assign Escapes Charters LLC	Florida	Limited Liability Company L07000087595

THIRD: The terms and conditions of the merger are:

All assets and liabilities, if any, of the merging entity shall be acquired and/or assumed by the surviving entity and affected financial institutions or other lenders, if any, have been informed and have not objected to the Plan of 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 other securities of the survivor, in whole or in part, into cash or other property is:

All assets and liabilities, if any, of the merging entity shall be acquired and/or assumed by the surviving entity without premium or assessment to either party and all tax consequences shall be dealt with according to law. The surviving entity shall ensure that required transfer, intangible or documentary stamp taxes, if any, related to any transfers of assets or debts are timely paid.

- B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is:

Such rights are restricted to the Members of the surviving entity according to operating or limited liability company agreements of the surviving entity, if any.

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FIFTH: Any statements that are required by the laws under which each business entity is formed, organized, or incorporated are:

D'Assign Escapes LLC and D'Assign Escapes Charters LLC provided notice and/or obtained written waivers of notice of meeting and obtained written approvals as required by §§ 607.0706, 608.455 and 668.004, Florida Statutes, and shall maintain these written waivers and approvals as part of each companies books and records.

SIXTH: Other provisions, if any, relating to the merger are:

None.

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