

02/27/2009 14:02 FAX 9547638558
Division of Corporations

L09000011482

TRIPP SCOTT

0001/005

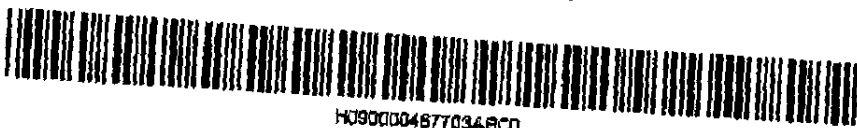
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Florida Department of State
Division of Corporations
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Division of Corporations
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From:
Account Name : TRIPP SCOTT, P.A.
Account Number : 075350000065
Phone : (954) 525-7500
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

SUNDANCE MARINE DIXIE, LLC

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

S. HAWKES

MAR 2 2009

EXAMINER

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002/005

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CERTIFICATE OF MERGER
of
SUNDANCE MARINE DIXIE, INC.
with and into
SUNDANCE MARINE DIXIE, LLC

FILED
09 FEB 27 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101-1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, and pursuant to Sections 608.438-608.4383 of the Florida Limited Liability Company Act (the "Florida LLC Act") of the State of Florida, Sundance Marine Dixie, Inc., a Florida corporation, and Sundance Marine Dixie, LLC, a Florida limited liability company

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation/organization of the constituent corporation and limited liability company to the merger are as follows:

<u>Name</u>	<u>State of Incorporation/ Organization</u>	<u>FL ID No.</u>
Sundance Marine Dixie, Inc.	Florida	P02000021596
Sundance Marine Dixie, LLC	Florida	L09000011482

SECOND: That the name of the surviving limited liability company of the merger of Sundance Marine Dixie, Inc. (the "Merging Corporation") with and into Sundance Marine Dixie, LLC (the "Merger") is Sundance Marine Dixie, LLC (the "Surviving Company").

THIRD: A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1103 of the Florida Act and (ii) the Surviving Company in accordance with Section 608.4381 of the Florida LLC Act. The Plan provides for the merger of the Merging Corporation into the Surviving Company, with the Surviving Company being the surviving entity in the Merger.

FOURTH: The Plan was recommended by (i) the Board of Directors of the Merging Corporation, and pursuant to Section 607.0704 of the Florida Act was unanimously approved and adopted by written consent of the Shareholders of the Merging Corporation on February 11, 2009 and (ii) recommended by the Board of Managers of the Surviving Company, and pursuant to Section 608.4231(8) of the Florida LLC Act was unanimously approved and adopted by written consent of all of the Members of the Surviving Company on February 11, 2009.

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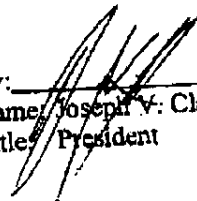
FIFTH: ~~That~~ the articles of organization of the Surviving Company shall be the articles of organization of the Surviving Company.

SIXTH: ~~That~~ the Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.

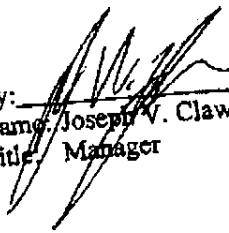
This Certificate of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: February 11, 2009

SUNDANCE MARINE DIXIE, INC.

By: 
Name: Joseph V. Clawges
Title: President

SUNDANCE MARINE DIXIE, LLC

By: 
Name: Joseph V. Clawges
Title: Manager

FILED
09 FEB 27 AM 10:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

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**PLAN OF MERGER
OF
SUNDANCE MARINE DIXIE, INC.
WITH AND INTO
SUNDANCE MARINE DIXIE, LLC**

FILED
09 FEB 27 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE PLAN OF MERGER was approved on February 11, 2009 by Sundance Marine Dixie, Inc. (the "Merging Corporation"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors and Shareholders on said date, and approved on February 11, 2009 by Sundance Marine Dixie, LLC, a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members and Managers on said date. The names of the corporation and limited liability company planning to merge are Sundance Marine Dixie, Inc., a business corporation organized under the laws of the State of Florida and Sundance Marine Dixie, LLC, a limited liability company organized under the laws of the State of Florida, which has elected to be treated as a "subchapter S. Corporation" for federal, state, local and foreign income tax purposes. The name of the surviving limited liability company into which Sundance Marine Dixie, Inc. plans to merge is Sundance Marine Dixie, LLC. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act") and Section 608.4383 of the Florida Limited Liability Company Act (the "Florida LLC Act").

1. The Merging Corporation shall, pursuant to the provisions of the Florida Act, be merged with and into Sundance Marine Dixie, LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under the name of "Sundance Marine Dixie, LLC", pursuant to the provisions of the Florida LLC Act. The separate existence of the Merging Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida Act.

2. The Articles of Organization of the surviving limited liability company upon the effective date of the merger shall be the Articles of Organization of the surviving limited liability company, and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida LLC Act.

3. The present operating agreement of the surviving limited liability company shall be the operating agreement of the surviving limited liability company and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida LLC Act.

4. Each fully paid and nonassessable share of common stock, no par value, of the non-surviving corporation issued and outstanding immediately prior to the effective date of the

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merger shall be converted into and become one membership unit of the surviving limited liability company.

5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the non-surviving corporation and to the Members of the surviving limited liability company for their approval or rejection in the manner prescribed by the provisions of the Florida Act or the Florida LLC Act.

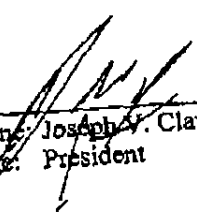
6. In the event that the Plan of Merger shall have been approved by the Shareholders entitled to vote of the non-surviving corporation and the Members entitled to vote of the surviving limited liability company in the manner prescribed by the provisions of the Florida Act and the Florida LLC Act, the non-surviving corporation and the surviving limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of directors and the proper officers of the non-surviving corporation, the board of managers and the proper officers of the surviving limited liability company, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

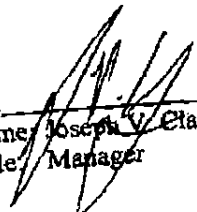
8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this 11th day of February, 2009.

SUNDANCE MARINE DIXIE, INC.

By: 
Name: Joseph V. Clawges
Title: President

SUNDANCE MARINE DIXIE, LLC

By: 
Name: Joseph V. Clawges
Title: Manager