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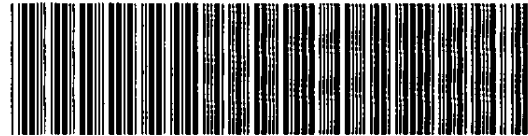
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10 JUL 13 AM 10:41
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CLERK OF THE COURT

D. BRUCE

JUL 14 2010

EXAMINER

WHARTON LAW GROUP, P.A.

ATTORNEYS AT LAW

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July 12, 2010

Sent via Federal Express to:

REGISTRATION SECTION
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

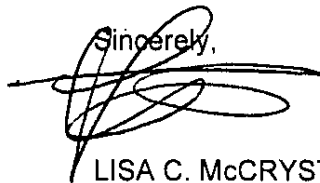
Re: Diamondback Airboats, LLC (Surviving Entity)

To Whom It May Concern:

Enclosed please find the Articles (Certificate) of Merger (Diamondback Airboats, Inc. and Diamondback Airboats, LLC, with the latter being the surviving entity), along with Minutes authorizing the merger, and a check in the amount of \$60.00, to cover all necessary fees.

Should you have any questions, please do not hesitate to contact me through any of the above-listed information, or via my email: lisa@whartonlawgroup.com. Thank you for your attention to this matter.

Sincerely,



LISA C. McCRYSTAL

Enc: as noted

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ARTICLES OF MERGER FOR
DIAMONDBACK AIRBOATS, INC.,
WITH AND INTO DIAMONDBACK AIRBOATS, LLC

Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, DIAMONDBACK AIRBOATS, LLC, a Florida limited liability company, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger:

- PCY-105137
1. **Parties to the Merger:** The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Diamondback Airboats, Inc., a Florida corporation (the "Merging Corporation"), and Diamondback Airboats, LLC, a Florida limited liability company. The Surviving Entity in the Merger is "Diamondback Airboats, LLC", a Florida limited liability company (the "Surviving Entity").
 2. **Plan of Merger:** The plan of the Merger is set forth in an Agreement and Plan of Merger, dated as of June 30, 2010; between the Merging Corporation and the Surviving Entity (the "Agreement of Merger"), a copy of which is attached hereto as Exhibit "A".
 3. **Approval:** The Agreement of Merger was approved by (a) the shareholders of the Merging Corporation in accordance with the applicable provisions of the Florida Business Corporation Act, Florida Statutes, Chapter 607, and (b) the Members of the Surviving Entity in accordance with the Florida Limited Liability Act, Florida Statutes, Chapter 608.
 4. **Effective Date:** The Merger shall become effective on July 15th, 2010.

SURVIVING ENTITY:

DIAMONDBACK AIRBOATS, LLC,
A Florida corporation

By: Bobby V. Fleckinger

Bobby V. Fleckinger, Managing Member
Managing Member

By: Frances C. Fleckinger

Frances C. Fleckinger
Managing Member

MERGING CORPORATION:

DIAMONDBACK AIRBOATS, INC.
A Florida corporation

By: Bobby V. Fleckinger

Bobby V. Fleckinger
President

By: Frances C. Fleckinger

Frances C. Fleckinger
Vice President/Secretary/Treasurer

EFFECTIVE DATE 7/15/10

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 30th day of June, 2010, by and between DIAMONDBACK AIRBOATS, INC., a Florida corporation, with its principal office located at 1060 Cox Road, Cocoa, Florida 32926 (hereinafter referred to as the "Merging Corporation"), and DIAMONDBACK AIRBOATS, LLC, a Florida limited liability company, with its principal office located at 1060 Cox Road, Cocoa, Florida 32926 (hereinafter referred to as the "Surviving Entity").

WITNESSETH

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida, and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors, the Shareholders, the Members and the Managing Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **Merger:** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity continue under the laws of the State of Florida as the Surviving Entity.
2. **Effective Date of the Merger:** The Merger shall be effective at 12:00 a.m. on July 15, 2010 (the "Effective Date").
3. **Surviving Entity:** On and after the Effective Date of the Merger:

- (a) The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Act.
- (b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity.
- (c) The Surviving Entity shall remain a member managed limited liability company. The names and addresses of the Managing Members are:

BOBBY V. FLECKINGER
1060 Cox Road
Cocoa, FL 32926

FRANCES C. FLECKINGER
1060 Cox Road
Cocoa, FL 32926

- 4. Terms and Conditions of Merger: The terms and conditions of the Merger are as follows:
 - (a) Operating Agreement: The Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity.
- 5. Manner and Basis of Converting Shares to the Merging Corporation: The issued and outstanding shares and rights to acquire shares of the Merging Corporation shall be converted as follows:
 - (a) Each and every share of common stock of the Merging Corporation and each right to acquire shares of common stock or other securities of the Merging Corporation shall be converted into and exchanged for a Membership Unit in the Surviving Entity and all shares of common stock and each right to acquire shares of common stock or other securities of the Merging Corporation shall be cancelled and no longer be issued or outstanding.
 - (b) The Members of the Surviving Entity shall remain the Members of the Surviving Entity.
- 6. Approval: The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors, Shareholders, Members and Managing Members, as the case may be, of the Merging Corporation and the Surviving Entity. Subsequent to the execution of this Agreement by the fully authorized officers and Managing Members of the Merging Corporation and the Surviving Entity, such officers of the Merging Corporation and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.
- 7. Miscellaneous:
 - (a) Governing Law: This Agreement shall be construed in accordance with the laws of the State of Florida.


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FLORIDA


- (b) Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the Shareholders of the Merging Corporation and the Members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.
- (c) Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, Diamondback Airboats, Inc., and Diamondback Airboats, LLC, have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

Dated: June 30, 2010.


DIAMONDBACK AIRBOATS, LLC,
a Florida limited liability company:


Bobby V. Fleckinger
Managing Member


Frances C. Fleckinger
Managing Member

DIAMONDBACK AIRBOATS, INC,
a Florida corporation:


Bobby V. Fleckinger
President


Frances C. Fleckinger
Vice President/Secretary/Treasurer

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10 JUL 13 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO ACTION IN LIEU OF A JOINT MEETING
OF BOARD OF DIRECTORS AND
SHAREHOLDERS OF DIAMONDBACK AIRBOATS, INC.

The undersigned, constituting all of the members of the Board of Directors and all of the Shareholders of DIAMONDBACK AIRBOATS, INC., a Florida corporation, (the "Corporation"), hereby unanimously consent to the action taken as set forth in the following resolutions:

RESOLVED, that the Corporation merge with DIAMONDBACK AIRBOATS, LLC, under the terms and conditions of the Agreement and Plan of Merger, copy of which is attached hereto, and it is further

RESOLVED, that BOBBY V. FLECKINGER, as President and FRANCES C. FLECKINGER, as Vice President/Secretary/Treasurer are hereby authorized to execute and deliver all of the documents they deem reasonably necessary to consummate the merger.

This signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated June 30, 2010.

BOARD OF DIRECTORS:


BOBBY V. FLECKINGER


FRANCES C. FLECKINGER

SHAREHOLDERS:


BOBBY V. FLECKINGER


FRANCES C. FLECKINGER

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10 JUL 13 AM 10:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO ACTION IN LIEU OF A JOINT MEETING
OF THE MEMBERS AND THE MANAGING MEMBERS OF
DIAMONDBACK AIRBOATS, LLC

The undersigned, constituting all of the members and managing members of DIAMONDBACK AIRBOATS, LLC, a Florida limited liability company, (the "Company"), hereby unanimously consent to the action taken as set forth in the following resolutions:

RESOLVED, that the Company merge with DIAMONDBACK AIRBOATS, INC. under the terms and conditions of the Agreement and Plan of Merger, copy of which is attached hereto, and it is further

RESOLVED, that BOBBY V. FLECKINGER, as President and managing member and FRANCES C. FLECKINGER, as Secretary/Treasurer and managing member, are hereby authorized to execute and deliver all of the documents they deem reasonably necessary to consummate the merger.

This signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated June 30, 2010.

MANAGING MEMBERS:


BOBBY V. FLECKINGER


FRANCES C. FLECKINGER

MEMBERS:


BOBBY V. FLECKINGER


FRANCES C. FLECKINGER

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10 JUL 13 AM 10:41
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TALLAHASSEE FLORIDA