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Florida Department of State  
Division of Corporations  
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Account Number : 120000000210  
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Email Address: JANET@PROTOCOLHS.COM

**MERGER OR SHARE EXCHANGE**  
**Ocean Master 41, LLC**

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**ARTICLES OF MERGER**  
**FOR**  
**FLORIDA LIMITED LIABILITY COMPANY**  
**AND**  
**FLORIDA FOR PROFIT CORPORATION**

2019 JAN 16 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FL

The following Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1025, Florida Statutes, and the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name, form/entity type, and jurisdiction for each merging entity is as follows:

OCEAN MASTER 41, LLC, a Florida limited liability company, and OCEAN MASTER MARINE, INC., a Florida for profit corporation.

**Second:** The name, form/entity type, and jurisdiction of the surviving entity is as follows:

OCEAN MASTER 41, LLC, a Florida limited liability company. This entity exists before the merger and is a domestic filing entity. The amendment(s), if any, to its public organic record are attached hereto.

**Third:** The Plan of Merger is attached hereto as Exhibit "A" and is made a part hereof as if fully set forth herein.

**Fourth:** The merger shall become effective as of January 10, 2019 (the "Effective Date").

**Fifth:** Adoption of Merger by surviving company:

The Plan of Merger was adopted by the Manager and approved by the Members of OCEAN MASTER 41, LLC, a Florida limited liability company, on the Effective Date in accordance with Sections 605.1021-605.1026, Florida Statutes.

**Sixth:** Adoption of Merger by merging corporation:

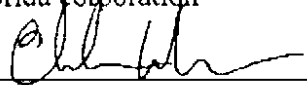
The Plan of Merger was adopted by the Directors and approved by the Shareholders of OCEAN MASTER MARINE, INC., a Florida corporation, on the Effective Date in accordance with the Florida Business Corporation Act.

**Seventh:** OCEAN MASTER 41, LLC, a Florida limited liability company, as the surviving entity, agrees to pay any members with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

**Eighth: SIGNATURES FOR THE MERGING CORPORATION AND SURVIVING COMPANY:**

**Merging Entity:**

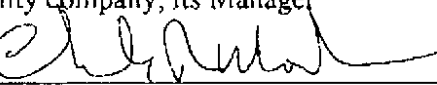
OCEAN MASTER MARINE, INC.,  
a Florida corporation

By:   
Name: Charles L. Modica  
Title: President

**Surviving Entity:**

OCEAN MASTER 41, LLC, a  
Florida limited liability company

By: JIMCO Mgt., LLC, a Florida limited  
liability company, its Manager

By:   
Name: Charles R. Modica  
Title: Manager

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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.

Signature of Registered Agent:

Jeck, Harris, Raynor & Jones, P.A.

  
By: Philippe C. Jeck, President

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EXHIBIT "A"  
PLAN OF MERGER

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## PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger") is made by, OCEAN MASTER 41, LLC, a Florida limited liability company (the "Surviving Company"), and OCEAN MASTER MARINE, INC., a Florida corporation (the "Absorbed Corporation") (the Surviving Company and Absorbed Corporation may hereinafter be referred to collectively as the "Companies").

### STIPULATIONS:

A. The Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office located at 8985 S.E. Bridge Road, Hobe Sound, FL 33455.

B. The Absorbed Corporation is a for-profit corporation organized and existing under the laws of State of Florida with its principal office located at 8985 S.E. Bridge Road, Hobe Sound, FL 33455.

C. The number of capital shares of stock (Par Value – One Dollar (\$1.00)) authorized by the Absorbed Corporation ("Authorized Absorbed Shares") is FIVE HUNDRED (500) and the number of Authorized Absorbed Shares issued and outstanding as of the date of this Plan of Merger is TWO HUNDRED AND FIFTY (250).

D. The Manager of the Surviving Company and the Board of Directors of the Absorbed Corporation deem it desirable and in the best interests of the Companies and their respective members and shareholders, that the Absorbed Corporation be merged into the Surviving Company pursuant to the provisions of Florida Statutes Section 607.1108 and Section 605.1021 and that the transaction qualify as a "tax free reorganization" within the meaning of the Internal Revenue Code of 1954, as amended.

NOW, THEREFORE, in consideration of the stipulations set forth above, the mutual covenants and agreements of the Surviving Company and the Absorbed Corporation, but subject to the terms and conditions hereinafter set forth, as a result of the approval of this Plan of Merger by the Members and Manager of the Surviving Company and the Shareholders and Directors of the Absorbed Corporation, duly authorized officers of the Companies hereby agree as follows:

1. MERGER. The Absorbed Corporation shall merge with and into the Surviving Corporation.
2. MERGER EFFECTIVE DATE. The Merger Effective Date shall be the close of business on the 10<sup>th</sup> day of January, 2019.
3. TERMS AND CONDITIONS.

3.1 On the Merger Effective Date, the separate existence of the Absorbed Corporation shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the properties, real, personal (including intangible), and mixed, of the Absorbed Corporation, without the necessity of any separate conveyance or transfer.

3.2 The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the properties of the Absorbed Corporation shall be impaired by the merger.

4. CONVERSION OF SHARES.

4.1 Prior to the proposed Merger, the Shareholders of the Absorbed Corporation and the Members of the Surviving Company are one and the same and hold the same respective percentage interests in both Companies relative to each other. Therefore, upon the Merger Effective Date, the Members' respective percentage interests in the Surviving Company will remain the same after the merger.

4.2 After the Merger Effective Date, each holder of Absorbed Shares shall surrender his or her Absorbed Shares to the Secretary or other duly appointed agent of the Surviving Company in such manner as the Surviving Company shall legally require.

5. CHANGES IN ARTICLES OF ORGANIZATION. The Articles of Organization of the Surviving Company shall be amended as follows, but shall otherwise continue to be the Articles of Organization of the Surviving Company following the Merger Effective Date:

5.1 Article I – Name: The name of the Limited Liability Company is OCEAN MASTER MARINE, LLC.

5.2 Article III – Registered Agent: The name and the Florida street address of the registered agent are:

Jeck, Harris, Raynor & Jones, P.A.  
790 Juno Ocean Walk, Suite 600  
Juno Beach, FL 33408

5.3 Article IV – Management: The name and address of each person authorized to manage and control the Limited Liability Company are: JIMCO Mgt., LLC, a Florida limited liability company, whose address is 8985 S.E. Bridge Road, Hobe Sound, FL 33455.

6. CHANGES IN OPERATING AGREEMENT. The Operating Agreement of the Surviving Company shall be amended to reflect: i) the name change of the Surviving Company; and ii) change in Management of the Company as reflected above.

7. MANAGEMENT. On the Merger Effective Date, the Management of the Surviving Company shall be changed as set forth above.

8. NAME AND RESIDENCE OF REGISTERED AGENT OF THE SURVIVING COMPANY. The name and address of the Registered Agent of the Surviving Company shall be Jeck, Harris, Raynor & Jones, P.A. whose address is 790 Juno Ocean Walk, Suite 600, Juno Beach, FL 33408.

9. APPROVAL BY SURVIVING COMPANY AND ABSORBED CORPORATION. This Plan of Merger was adopted by the Manager and approved by the Members of the Surviving Company of even date herewith, and was adopted by the Board of Directors and approved by the Shareholders of the Absorbed Corporation of even date herewith.

10. EXECUTION OF PLAN OF MERGER. This Plan of Merger may be executed in any number of counterparts, and each such counterpart when combined shall constitute one original of this Plan of Merger.

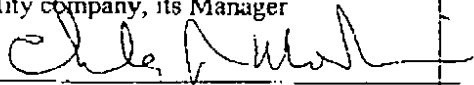
11. TRANSMITTAL BY FACSIMILE OR E-MAIL. Executed copies of this Plan of Merger transmitted by facsimile, e-mail or other electronic means shall be deemed originals for all purposes whatsoever.

THIS PLAN OF MERGER was executed on behalf of the Surviving Company and on behalf of the Absorbed Corporation on the 9<sup>th</sup> day of January, 2019.

**SURVIVING COMPANY:**

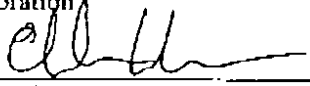
OCEAN MASTER 41, LLC, a Florida limited liability company

By: JIMCO, Mgt., LLC, a Florida limited liability company, its Manager

By:   
Name: Charles R. Modica  
Title: Manager

**ABSORBED CORPORATION:**

OCEAN MASTER MARINE, INC., a Florida corporation

By:   
Name: Charles L. Modica  
Title: President

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