

L79519

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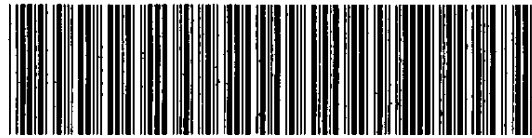
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICAN SHOW BOATS LIMITED, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph Warren III

(Contact Person)

McKaig & McCutcheon, P.A.

(Firm/Company)

219 Greenwich Road

(Address)

Charlotte, NC 28211

(City/State and Zip Code)

For further information concerning this matter, please call:

Joseph Warren III

(Name of Contact Person)

At (704) 564-1611

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporation)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105 and pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina.

1. The name and jurisdiction of the surviving corporation are:

AMERICAN SHOW BOATS LIMITED, INC.

It is a Florida Corporation and its document number is L79519.

2. The name and jurisdiction of the merging corporation are:

FSS HOLDINGS, INC.

It is a North Carolina Corporation.

3. The Plan of Merger is attached.
4. The Merger will be effective on the later of July 1, 2008 or the date on which Articles of Merger are filed with the Florida Department of State.
5. In the case of each of the corporations, the Board of Directors adopted the PLAN OF MERGER that is attached and described in 3 above and recommended approval of same by the Corporation's Shareholders.
6. The Shareholders of the surviving Corporation unanimously approved the PLAN OF MERGER by vote taken on June 25, 2008.
7. The Shareholders of the merging Corporation unanimously approved the PLAN OF MERGER by vote taken on June 25, 2008.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Executed this 26th day of June, 2008.

AMERICAN SHOW BOATS LIMITED, INC.

By: 

President and Director
Felix S. Sabates, Jr.

FSS HOLDINGS, INC.

By: 

President and Director
Felix S. Sabates, Jr.

PLAN OF MERGER

The following plan of merger is adopted and submitted so as to comply with Section 607.1101 of the Florida Statutes and Sections 55-11-01 and 55-11-07 of the North Carolina General Statutes.

1. The name of the surviving corporation, a Florida corporation is:

AMERICAN SHOW BOATS LIMITED, INC.

2. The name of the merging corporation, a North Carolina corporation is:

FSS HOLDINGS, INC.

3. The effective date of the merger will be the later of July 1, 2008 or the date on which Articles of Merger are filed with the Florida Department of State.

4. Upon the merger becoming effective the separate corporate existence of the merging corporation will cease.

5. Upon the merger becoming effective the surviving corporation will comply with all applicable provisions of North Carolina law applicable to foreign corporations doing business in North Carolina, including but not limited to obtaining an appropriate "certificate of authority."

6. Upon the merger being effective the surviving corporation will own all of the assets and be responsible for all of the debts and obligations of the merging corporation.

7. The sole shareholder of the surviving corporation is also the sole shareholder of the merging corporation so no additional shares of the surviving corporation will be issued to accomplish the merger.

8. Upon the merger being effective all of the outstanding shares of the merging corporation will be cancelled.