

m98575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

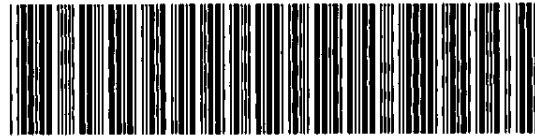
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thomas APR 14 2008

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Tim Smith Boats, Inc.*

Signature

Requested by: *WC*

Name

Date

Time

*4/14 1:30*

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

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TALLAHASSEE, FLORIDA

## CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Limited Liability Company into a Florida For Profit Corporation, in accordance with the provisions of § 607.1101 of the Florida Corporation Act and § 608.4383 of the Florida Limited Liability Company Act.

1. The exact name, form/entity type and jurisdiction for each merging party is as follows:

Boniface Reverse, LLC - a Florida Limited Liability Company

Jim Smith Boats, Inc. - a Florida Corporation

2. The exact name, form /entity type and jurisdiction fo the surviving party is as follows:

Jim Smith Boats, Inc - a Florida Corporation

3. The attached Plan of Merger was approved by each domestic corporation and each limited liability company that is a party to the merger, in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

Boniface Reverse, LLC

By: John Vance  
John Vance, Manager

Date: 4/4/08

Jim Smith Boats, Inc.

By: John Vance  
John Vance, President

Date: 4/4/08

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TAMPA, FLORIDA

## **PLAN OF MERGER**

This Plan of Merger between JIM SMITH BOATS, INC., a Florida corporation and BONIFACE REVERSE LLC, a Florida limited liability company, is hereby adopted in accordance with the provisions of Florida Business Corporation Act and the Florida Limited Liability Company Act.

1. Names of Entities and Surviving Entity. The parties to this Plan of Merger are JIM SMITH BOATS, INC., a Florida corporation, and BONIFACE REVERSE LLC, a Florida Limited liability company; with JIM SMITH BOATS, Inc., to be the "Surviving Entity" and BONIFACE REVERSE LLC, to be the "Disappearing Entity".

2. Terms and Conditions of Merger. As Jim Smith Boats, Inc., is the sole member of Boniface Reverse, LLC, each share of Surviving Entity's capital stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Entity's capital stock.

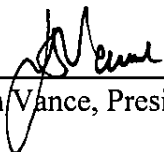
3. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's property, rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1101 of the Florida Corporation Act and §608.4383 of the Florida Limited Liability Company Act.

4. Supplemental Action. If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

5. Filings with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Entity and Surviving Entity shall cause their respective President (or Vice President) and Managing Member, to execute a Certificate of Merger in the forms attached to this Agreement and upon such execution this Plan shall be deemed incorporated by referenced into Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. The Effective Date of the Certificate of Merger shall be the date of filing thereof.

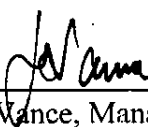
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**JIM SMITH BOATS, INC.**

  
By: John Vance, President

4/4/08  
Date

**BONIFACE REVERSE LLC**

  
By: John Vance, Manager

4/4/08  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA