

P00000004957

DONALD R. McCLUNG, P.A.  
ATTORNEY AT LAW  
10640 QUAIL RIDGE DRIVE  
ST. AUGUSTINE, FLORIDA 32095

TELEPHONE: (904) 825-4381

FAX: (904) 825-2734

January 13, 2000

500003082105--7  
-01/18/00--01011--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ms. Bobbie Cox  
Florida Department of State  
Division of Corporations  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

500003082105--7  
-12/28/99--01065--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Sea View Investment Group, Inc.

*Mutual Enterprises, Inc.*

Dear Ms. Cox:

Please find enclosed the original and one copy of the Articles of Incorporation, along with the Acceptance by Registered Agent, the Plan and Agreement of Merger, and the Articles of Merger and Plan of Merger forms for Sea View Investment Group, Inc., along with a check in the amount of \$35.00 to cover the balance of the filing fees.

Your assistance in this matter has been extremely helpful and greatly appreciated. Thank you.

EFFECTIVE DATE  
12/31/99

Sincerely,

*Donald R. McClung*  
Donald R. McClung

FILED  
99 DEC 28 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

S. PAYNE JAN 17 2000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

MUTUAL ENTERPRISES, INC., a nonqualified Wisconsin corp.

INTO

**SEA VIEW INVESTMENT GROUP, INC.,** a Florida entity, P00000004957

File date: December 28, 1999, effective December 31, 1999

Corporate Specialist: Susan Payne

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Sea View Investment Group, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Mutual Enterprises, Inc.</u>	<u>Wisconsin</u>
_____	_____
_____	_____
_____	_____

EFFECTIVE DATE

12/31/99

99 DEC 28 AM 9:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 12/31/99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on

12/24/99 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

12/24/99 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Sea View Investment  
Group, Inc.

Donald R. McClung

Donald R. McClung, Director, V.P.

Mutual Enterprises, Inc.

Donald R. McClung

Donald R. McClung, Director, V.P.

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Sea View Investment Group, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Mutual Enterprises, Inc.

Wisconsin

**Third:** The terms and conditions of the merger are as follows:

See attached "Exhibit A"

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached "Exhibit A", Article V.

(Attach additional sheets if necessary)

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

**OR**

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

See attached "Exhibit A"

## EXHIBIT "A"

### PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Plan of Merger") dated the 24th day of December, 1999, by and between Sea View Investment Group, Inc., a corporation organized and existing under the laws of the State of Florida, and Mutual Enterprises, Inc., a corporation organized and existing under the laws of the State of Wisconsin, hereby adopt the following Plan of Merger pursuant to Sections 607.1101 - 607.1105, of the Florida Business Corporation Act.

#### RECITALS

The boards of directors of Sea View Investment Group, Inc. and Mutual Enterprises, Inc. have determined that it is advisable and generally to the advantage and welfare of Sea View Investment Group, Inc. and its shareholder and the board of directors of Mutual Enterprises, Inc. has determined that it is advisable and generally to the advantage and welfare of Mutual Enterprises, Inc. and its shareholder, that Mutual Enterprises, Inc. be merged into Sea View Investment Group, Inc. on the terms herein set forth. The respective boards of directors of Sea View Investment Group, Inc. and Mutual Enterprises, Inc., by resolutions duly adopted, have approved and adopted this Plan of Merger and directed that it be submitted to the shareholders of Sea View Investment Group, Inc. and Mutual Enterprises, Inc., respectively, for approval. The sole shareholder of Sea View Investment Group, Inc. and sole shareholder of Mutual Enterprises, Inc. have each unanimously approved this Plan of Merger.

NOW, THEREFORE, Sea View Investment Group, Inc. and Mutual Enterprises, Inc., in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of the State of Florida and the State of Wisconsin hereby agree as follows:

#### ARTICLE I

##### Corporate Existence of the Surviving Corporation

At the Effective Time of the merger, Mutual Enterprises, Inc., a Wisconsin corporation, shall be merged with and into Sea View Investment Group, Inc., a Florida corporation, and Sea View Investment Group, Inc. shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of Mutual Enterprises, Inc. (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Mutual Enterprises, Inc. shall be merged into the Surviving corporation and the Surviving corporation shall be fully vested therewith. The separate existence of Mutual Enterprises, Inc., except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Mutual Enterprises, Inc. and the Surviving corporation shall be and become one single corporation.

## ARTICLE II

### Amendment to Articles of Incorporation of the Surviving Corporation

The Articles of Incorporation of the Surviving corporation, as in effect immediately prior to the Effective Time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

## ARTICLE III

### Bylaws of Surviving Corporation

The bylaws of the Surviving corporation as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the bylaws of the Surviving Corporation until amended in accordance with law.

## ARTICLE IV

### Directors and Officers of Surviving Corporation

The duly qualified and acting directors and officers of the Surviving corporation immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation.

## ARTICLE V

### Conversion and Exchange of Shares

The manner of converting and exchanging the shares of each of the shareholders and Surviving corporation shall be as follows:

1. At the Effective Time, each share of Mutual Enterprises, Inc. Common Stock issued and outstanding shall be retired, canceled and extinguished and no shares of stock of Sea View Investment Group, Inc. or other consideration shall be issued in respect thereof or exchanged therefor; and
2. At the Effective Time, each share of the Surviving corporation's Common Stock outstanding and owned of record immediately prior to the Effective Time shall continue to represent one issued share of common stock of the Surviving Corporation.



## ARTICLE VI

### Assets and Liabilities

At the Effective Time the Merger becomes effective, all the assets and liabilities of Mutual Enterprises, Inc. shall become vested in the Surviving corporation. From time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, a qualified representative of Mutual Enterprises, Inc. shall execute and deliver or cause to be executed and delivered all such other instruments, and shall take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation and its successors and assigns title to and possession of all the property, rights, privileges, powers and franchises of Mutual Enterprises, Inc. and otherwise to carry out the intent and purposes of this Plan of Merger.

## ARTICLE VII

### Effective Time of Merger

The "Effective Time" of the Merger shall be at 12:00 p.m. on December 31, 1999.