

CS  
P010000051511

REFERENCE : 170411 4327828

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : June 1, 2001

ORDER TIME : 12:16 PM

ORDER NO. : 170411-005

CUSTOMER NO: 4327828

CUSTOMER: Stuart J. Haft, Esq  
Alley Maass Rogers & Lindsay,  
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

*Mersen*

400004338444--1

ARTICLES OF MERGER

THE MARINE GROUP NEW YACHT  
SALES, INC.

INTO

THE MARINE GROUP NEW YACHT  
SALES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*DR*

6/1/01

FILED  
01 JUN - 1 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUFFICIENCY OF FILING  
TO AGENCY  
2001 JUN - 1 PM 12:58

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

THE MARINE GROUP NEW YACHT SALES, INC., an Alabama corporation not  
authorized to transact business in Florida

INTO

THE MARINE GROUP NEW YACHT SALES, INC., a Florida entity,  
P01000051511

File date: June 1, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

01 JUN -1 PM 4:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE MARINE GROUP NEW YACHT SALES, INC.**  
**ARTICLES OF MERGER**

Pursuant to the applicable provisions of the Florida Business Corporation Act and applicable provisions of the Alabama Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

1. The names of the corporations which are parties of the within merger are THE MARINE GROUP NEW YACHT SALES, INC., a Florida corporation, and THE MARINE GROUP NEW YACHT SALES, INC., an Alabama corporation. THE MARINE GROUP NEW YACHT SALES, INC., a Florida corporation, is the surviving corporation.

2. The street address and mailing address of THE MARINE GROUP NEW YACHT SALES, INC., a Florida corporation, is 2401 PGA Blvd., Suite 164, Palm Beach Gardens, Florida 33410.

3. The Articles of Incorporation of THE MARINE GROUP NEW YACHT SALES, INC., an Alabama corporation, was filed in Baldwin County, Alabama.

4. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation after the Merger.

5. No rights to acquire shares are outstanding by either the absorbed or the surviving corporation.

6. THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, has a capitalization of 1,000 authorized shares of \$1.00 par value common stock, of which 50 shares are issued and outstanding.

7. THE MARINE GROUP NEW YACHT SALES, INC., an Alabama Corporation, has a capitalization of 100 authorized shares of \$1.00 par value common stock of which 100 shares are issued and outstanding.

8. On May 24, 2001, the following plan of merger was unanimously approved by the sole shareholder of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and the Alabama Business Corporation Act:

**Section One. Merger.** THE MARINE GROUP NEW YACHT SALES, INC., an Alabama Corporation, shall merge with and into THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real and personal of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 par value common stock of THE MARINE GROUP NEW YACHT SALES, INC., an Alabama Corporation, issued and outstanding on the effective date of the merger shall be converted into one-half (1/2) share of the \$1.00 par value common stock of THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, which shares of common stock of the surviving corporation shall then be issued so that there are 100 shares of common stock of THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, issued and outstanding after the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, the holder of Certificate No. 1 representing one hundred (100) shares in the absorbed corporation shall surrender said certificate to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificate, the surviving corporation shall issue and exchange a certificate for shares of common stock in the surviving corporation, representing the 50 shares of common stock.

**Section Four. No Changes in Articles of Incorporation.** The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

**Section Five. No Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares

and take all action necessary or appropriate under the laws of the State of Florida and the State of Alabama to consummate this merger.

**Section Eight. Approval by the Shareholder.** This Agreement shall be submitted for the approval of the shareholder of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Alabama at meetings to be held at such time as to which the boards of directors of the constituent corporations may agree or by written action.

**Section Nine. Effective Date of Merger.** The effective date of this merger shall be the 1st day of June, 2001.

**Section Ten. Execution of Agreement.** This Agreement may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Under penalties of perjury, we declare that the information contained in these ARTICLES OF MERGER is true and correct to the best of our knowledge and belief.

Dated: May 30, 2001

THE MARINE GROUP NEW YACHT SALES,  
INC., a Florida Corporation

By: William D. Thompson  
WILLIAM D. THOMPSON, President

By: Margaret P. Roberts  
MARGARET P. ROBERTS, Secretary

THE MARINE GROUP NEW YACHT SALES,  
INC., an Alabama Corporation

By: William D. Thompson  
WILLIAM D. THOMPSON, President

By: Margaret P. Roberts  
MARGARET P. ROBERTS, Secretary

STATE OF ALABAMA     )  
                                      ) SS  
COUNTY OF BALDWIN    )

The foregoing instrument was acknowledged before me this 25 day of May, 2001 by William D. Thompson, as President of THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, and as President of THE MARINE GROUP NEW YACHT SALES, INC., an Alabama Corporation, on behalf of the corporations. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public  
NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: May 1, 2004  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

Notary Public Printed  
My Commission Number:  
My Commission Expires:

STATE OF FLORIDA         )  
                                      ) SS  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 30 day of May, 2001 by MARGARET P. ROBERTS, as Secretary of THE MARINE GROUP NEW YACHT SALES, INC., a Florida Corporation, and as Secretary of THE MARINE GROUP NEW YACHT SALES, INC., an Alabama Corporation, on behalf of the corporations. She is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
SHERRY A. REYNOLDS  
COMMISSION # CC 801342  
EXPIRES 02/01/2003  
BONDED THRU ASA 1-888-NOTARY1

  
Notary Public

Sherry A. Reynolds  
Notary Public Printed  
My Commission Number:  
My Commission Expires: