

Division of Corporations

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY /SAL
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

MERGER OR SHARE EXCHANGE

LINK MARINE PRODUCTS CORPORATION

Certificate of Status	0
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Merger
5/5/04
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ARTICLES OF MERGER

OF

LINK MARINE PRODUCTS CORPORATION

(a Florida corporation)

INTO

LINK MARINE PRODUCTS CORPORATION

(a Georgia corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

Name

Link Marine Products Corporation

Jurisdiction

State of Georgia

SECOND: The name and jurisdiction of the merging corporation:

Name

Link Marine Products Corporation

Jurisdiction

State of Florida

THIRD: The Plan of Merger is attached hereto as Exhibit A.

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

FIFTH: The Plan of Merger was adopted by the sole director and sole shareholder of the surviving corporation as of April 28, 2004.

SIXTH: The Plan of Merger was adopted by the sole director and sole shareholder of the merging corporation as of April 15, 2004.

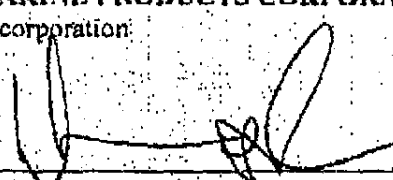
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SIXTH: The Plan of Merger was adopted by the sole director and sole shareholder of the merging corporation as of April 15, 2004.

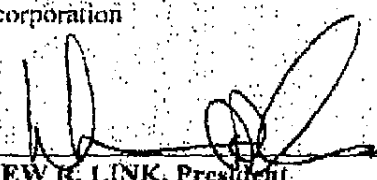
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 30th day of April, 2004.

LINK MARINE PRODUCTS CORPORATION,
a Florida corporation

By: 

DREW R. LINK, President

LINK MARINE PRODUCTS CORPORATION,
a Georgia corporation

By: 

DREW R. LINK, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made effective this 30th day of April, 2004, between Link Marine Products Corporation, a Georgia corporation (the "Survivor") and Link Marine Products Corporation, a Florida corporation (the "Merging Corporation"). This Agreement and Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act and in accordance with Section 14-2-1101 of the Georgia Business Corporation Code.

1. **Terms and Conditions of Merger.** The Merging Corporation shall, pursuant to the terms of this Agreement and Plan of Merger, be merged into the Survivor (the "Merger"), which shall continue to exist as the surviving corporation (the "Surviving Corporation") pursuant to the laws of the State of Georgia. Upon the filing of Articles of Merger with the Florida Department of State (the "Effective Time"), the existence of the Merging Corporation shall cease.

2. **Articles of Incorporation.** The Articles of Incorporation of the Survivor in effect as of the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Georgia. A copy of the Articles of Incorporation of the Survivor is attached hereto as Exhibit A.

3. **Bylaws.** The Bylaws of the Survivor in effect as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Georgia.

4. **Officers and Directors.** The officers and directors of the Survivor at the Effective Time shall be the officers and directors of the Surviving Corporation until their respective successors are duly elected and qualified.

5. **Conversion of the Survivor's Common Stock.** The shares of the Survivor's common stock, no par value per share ("Survivor's Common Stock"), that are outstanding immediately prior to the Effective Time, will, at the Effective Time by virtue of the Merger and without further action on the part of any holder thereof, remain issued and outstanding.

6. **Conversion of the Merging Corporation Shares.** Each share of the Merging Corporation's common stock, \$0.01 par value per share ("Merging Corporation Common Stock"), that is issued and outstanding immediately prior to the Effective Time, will by virtue of the Merger and without further action on the part of holder thereof, be cancelled and no longer outstanding.

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EXHIBIT "A"

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7. **Amendment of Plan of Merger.** The Board of Directors of both the Merging Corporation and the Survivor are authorized to amend this Plan of Merger at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties herein have caused this Agreement and Plan of Merger to be duly executed on the date first set forth above.

LINK MARINE PRODUCTS CORPORATION,
a Florida corporation

BY: 

DREW R. LINK, President

LINK MARINE PRODUCTS CORPORATION,
a Georgia corporation

BY: 

DREW R. LINK, President

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**ARTICLES OF INCORPORATION
OF
LINK MARINE PRODUCTS CORPORATION**

Article 1. Name. The name of the Corporation is **LINK MARINE PRODUCTS CORPORATION.**

Article 2. State of Organization. The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code (the "Code").

Article 3. Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is not more than 10,000 shares of capital stock, no par value per share, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

Article 4. Registered Office and Registered Agent. The initial registered office of the Corporation shall be at 5211 Fieldspring Lane, Covington, Walton County, Georgia 30014. The initial registered agent of the Corporation at such address shall be Drew R Link.

Article 5. Principal Office. The initial principal office of the Corporation shall be at 5211 Fieldspring Lane, Covington, Walton County, Georgia 30014.

Article 6. Director's Liability. No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation

EXHIBIT "A"

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of law; (c) liabilities of a director imposed by Section 14-2-832 of the Code; or (d) any transaction from which the director received an improper personal benefit.

Article 7. Indemnification. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises.

Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the Corporation to the fullest extent authorized by the Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader rights than said statute permitted the Corporation to provide prior thereto).

Article 8. Action by Shareholders Without a Meeting. Any action required or permitted by statute or by the Articles of Incorporation or Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or

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numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be valid unless (i) the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, or (ii) the consent includes an express waiver of the right to receive the material otherwise required to be furnished. Notice of such action without a meeting by less than unanimous written consent, together with such material, shall be given within ten (10) days of the taking of such action to those shareholders of record who did not participate in taking the action.

Article 9. Incorporator. The name and the address of the Incorporator is Elizabeth O. Derrick, Esq., Womble Carlyle Sandridge & Rice, PLLC, Suite 3500, 1201 West Peachtree Street, Atlanta, Georgia 30309-3460.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


ELIZABETH O. DERRICK, Incorporator

Suite 3500
1201 West Peachtree Street
Atlanta, Georgia 30309-3460
404/872-7000

CORPORATIONS DIVISION

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SECRETARY OF STATE

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LEWIS A. MASSEY
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
Suite 315, West Tower, 2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 606-2817

Registered agent, officer, entity status information on the Internet
http://www.sos.state.ga.us

CATHY COX
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

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NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1.	Corporate Name Reservation Number		
	LINK MARINE PRODUCTS CORPORATION		
	Corporate Name		
2.	Mary S. Barnett	404-888-7481	
	Applicant/Attorney	Telephone Number	
	Suite 3500, One Atlantic Center, 1201 West Peachtree Street		
	Address		
	Atlanta, Georgia 30309-3460		
	City	State	Zip Code
3.	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following: 1) This transmittal form 2) The original and one copy of the Articles of Incorporation 3) A filing fee of \$60.00 payable to Secretary of State.		
	 Authorized Signature		4-28-04 Date

FILING FEES ARE NON - REFUNDABLE

FORM 227

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