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MERGER OR SHARE EXCHANGE

Commercial Diving Academy of Jacksonville, Inc.

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**ARTICLES OF MERGER  
OF  
TROUT RIVER MARINA, INC.,**  
a Florida corporation,  
into  
**COMMERCIAL DIVING ACADEMY OF JACKSONVILLE, INC.,**  
a Florida corporation ("Surviving Corporation")

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Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: See Exhibit "A" attached hereto

Second: The Surviving Corporation is Commercial Diving Academy of Jacksonville, Inc.

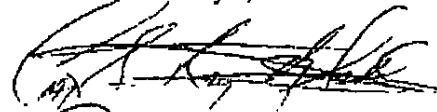
Third: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding		Number of Shares Entitled to Vote
	Voting	Non Voting	
Trout River Marina, Inc.	90	10	90
Commercial Diving Academy of Jacksonville, Inc.	90	10	90

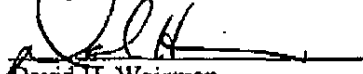
Fourth: The Shareholders of each of the undersigned corporations unanimously adopted the Plan of Merger on April 21, 2008.

Fifth: The Effective Date of the merger described herein shall be May 1, 2008.

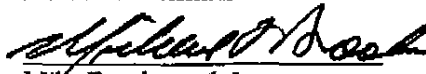
Dated: April 21, 2008.



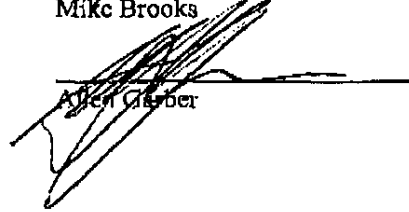
Lonnye R. Black



David H. Weisman



Mike Brooks



Allen Garber

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of April 21, 2008 (this "Agreement"), is entered into by and between Commercial Diving Academy of Jacksonville, Inc., a Florida corporation ("Commercial Diving Academy") and Trout River Marina, Inc., a Florida corporation ("Marina")

WHEREAS, Commercial Diving Academy has authorized capital stock of 10,000 shares of common stock, \$0.05 par value, of which 100 shares were issued and outstanding on April 21, 2008;

WHEREAS, Marina has authorized capital stock consisting of 10,000 shares of common stock, \$.05 par value, ("Marina Common Stock") of which 100 shares are issued and outstanding on April 21, 2008;

WHEREAS, the Board of Directors and Shareholders of Commercial Diving Academy and the Board of Directors and Shareholders of Marina have approved a reorganization and merger (the "Merger") pursuant to which Marina will be merged with and into Commercial Diving Academy, with Commercial Diving Academy being the surviving corporation and acquiring substantially all the assets of Marina; and

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Commercial Diving Academy and Marina hereby agree as follows:

1. Merger. Subject to the terms and conditions hereinafter set forth, Marina shall be merged with and into Commercial Diving Academy, with Commercial Diving Academy being the surviving corporation. The Merger shall be effective when this properly executed plan of merger consistent, together with any other documents required by law to be filed to effectuate the Merger, shall be effective on May 1, 2008 (the "Effective Time" of the Merger).
2. Governing Documents. Commercial Diving Academy shall be the surviving corporation in the Merger, and shall continue its existence under the laws of the State of Florida. The Articles of Incorporation of Commercial Diving Academy, as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended, and the By-laws of Commercial Diving Academy, as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended.
3. Directors and Officers. At the Effective Time, the directors of Commercial Diving Academy and the officers of Commercial Diving Academy, in each case immediately prior to the Effective Time, shall be the directors and officers, respectively.
4. Succession. At the Effective Time, the separate corporate existence of Marina shall cease, and Commercial Diving Academy shall succeed Marina in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and shall acquire substantially all the assets of Marina

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- 5. Effect on Shares. At the Effective Time, by virtue of the Merger in exchange for their shares of Marina stock issued and outstanding immediately prior to the Effective Time, each of the Marina shareholders (i) holding voting stock shall be entitled to receive one share of voting common stock of Commercial Diving Academy, and (ii) each of the Marina shareholders holding non-voting stock shall be entitled to receive one share of nonvoting shares of Commercial Diving Academy.
- 6. Further Assurances. From time to time, as and when required by Commercial Diving Academy, or by its successors or assigns, there shall be executed and delivered on behalf of Marina such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in Commercial Diving Academy the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Marina, and otherwise carry out the purposes of this Agreement; and the officers and directors of Commercial Diving Academy are fully authorized, in the name and on behalf of Marina or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.
- 7. Qualification of Merger as a Tax-Free Reorganization. It is the intention of the parties to the Merger that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and that accordingly (a) no gain or loss will be recognized by Commercial Diving Academy or Marina as a result of the Merger, (b) no gain or loss will be recognized by the stockholders of Marina upon conversion of their shares to shares of common stock of Commercial Diving Academy pursuant to the merger, and (c) the tax basis of Commercial Diving Academy common stock issuable pursuant to the merger will be the same as the Marina converted therefor.
- 8. Amendments; Abandonment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time with respect to any of the terms contained herein.
- 9. Counterparts. In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, Commercial Diving Academy and Marina have caused this Agreement to be executed by their respective duly authorized officers as of the date first above-written.

"COMPANY"

COMMERCIAL DIVING ACADEMY OF JACKSONVILLE, INC.

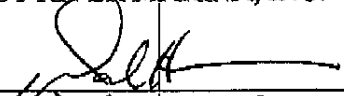
By: [Signature]  
 Name: DAVID W. BERMAN  
 Title: VICE PRESIDENT

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"MARINA"

TROUT RIVER MARINA, INC.

By:   
Name: DAVID W. WEISMAN  
Title: PRESIDENT

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