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ARTICLES OF MERGER  
MERGING D & R MARINE, OF CRYSTAL RIVER, INC.  
INTO LOUGHRIDGE BROTHERS SEAFOOD CO., INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, LOUGHRIDGE BROTHERS SEAFOOD CO., INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging D & R MARINE, OF CRYSTAL RIVER, INC., a Florida corporation, into LOUGHRIDGE BROTHERS SEAFOOD CO., INC., a Florida corporation.

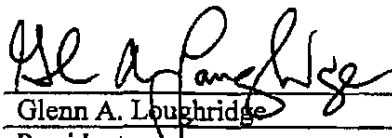
1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by the shareholders of LOUGHRIDGE BROTHERS SEAFOOD CO., INC., in accordance with the applicable provisions of the Florida Business Corporation Act on July 1, 2009.
3. The Plan was approved by the shareholders of D & R MARINE, OF CRYSTAL RIVER, INC., in accordance with the applicable provisions of the Florida Business Corporation Act on July 1, 2009.

Dated: July 1, 2009

LOUGHRIDGE BROTHERS SEAFOOD CO., INC.

By:   
 Name: Paul D. Loughridge  
 Title: President

D & R MARINE, OF CRYSTAL RIVER, INC.

By:   
 Name: Glenn A. Loughridge  
 Title: President

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PLAN OF MERGER

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This PLAN OF MERGER (this "Plan") is hereby adopted by D & R MARINE, OF CRYSTAL RIVER, INC., a Florida corporation ("D & R MARINE"), and LOUGHRIDGE BROTHERS SEAFOOD CO., INC., a Florida corporation ("LBS"), for the purpose of merging D & R MARINE into LBS pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"). LBS is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The parties to the merger are D & R MARINE OF CRYSTAL RIVER, INC., a Florida corporation, and LOUGHRIDGE BROTHERS SEAFOOD CO., INC., a Florida corporation. The name of the surviving entity is LOUGHRIDGE BROTHERS SEAFOOD CO., INC.
2. Terms and Conditions of the Merger.
  - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), D & R MARINE will be merged with and into LBS pursuant to and in accordance with Section 607.1101 of the Act. The separate existence of D & R MARINE shall thereupon cease, and LBS, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of D & R MARINE, subject to its restrictions, liabilities, disabilities, and duties.
  - (b) Articles of Incorporation. The Articles of Incorporation of LBS as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
  - (c) Directors and Officers. The directors and officers of LBS in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
3. Treatment of Shares.
  - (a) LBS. On and after the Effective Date, each share of capital stock of LBS currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
  - (b) D & R MARINE. Each share of capital stock of D & R MARINE outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
4. Effective Date. The merger of D & R MARINE into LBS will become effective upon the filing of the Article of Merger with the Florida Department of State (the "Effective Date").

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Exhibit A