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EFFECTIVE DATE

3-1-2009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Intercruises Shoreside & Port Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ARTICLES OF MERGER

EFFECTIVE DATE
3-1-2009

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Intercoastal Shoreside & Port Services, Inc.</u>	<u>Delaware</u>	_____

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Destination Florida-New England, Inc.</u>	<u>Florida</u>	<u>P03000001575</u>

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Destination Canada/ England</u>	<u>Maine</u>	_____

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Cruiseline II, Ltd.</u>	<u>New Jersey</u>	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective as of March 1, 2009.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on February 26, 2009.

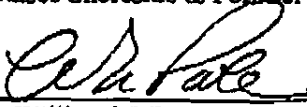
Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on February 26, 2009.

Seventh: Signatures for each corporation:

Surviving Corporation:

Intercruises Shoreside & Port Services, Inc.

By: _____

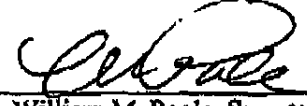


William M. Poole, Secretary

Merging Corporations:

Destination Florida-New England, Inc.

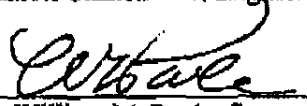
By: _____



William M. Poole, Secretary

Destination Canada/New England


By: _____



William M. Poole, Secretary

Cruiselink II, Ltd.

By: _____



William M. Poole, Secretary

**AGREEMENT OF MERGER AND PLAN OF REORGANIZATION
OF CRUISELINK II, LTD., DESTINATION FLORIDA-NEW ENGLAND, INC., AND
DESTINATION CANADA/NEW ENGLAND, WITH AND INTO
INTERCRUISES SHORESIDE & PORT SERVICES, INC.**

This Agreement of Merger and Plan of Reorganization (the "Plan of Merger") is made and entered into effective this 1st day of March, 2009 by and between Cruiseline II, Ltd., a New Jersey corporation ("Cruiseline"), Destination Florida-New England, Inc., a Florida corporation ("Destination Florida"), Destination Canada/New England, a Maine corporation ("Destination Canada"), and Intercruises Shoreside & Port Services, Inc., a Delaware corporation ("Intercruises") (Cruiseline, Destination Florida, Destination Canada, and Intercruises being sometimes collectively referred to in this Plan of Merger as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Cruiseline is a corporation organized under the laws of the State of New Jersey; and

WHEREAS, Destination Florida is a corporation organized under the laws of the State of Florida; and

WHEREAS, Destination Canada is a corporation organized under the laws of the State of Maine; and

WHEREAS, Cruiseline has authorized capital stock consisting of 2,500 shares of common stock with no par value (referred to as the "Cruiseline Common Stock"), of which 100 shares of Cruiseline Common Stock are issued and outstanding; and

WHEREAS, Destination Florida has authorized capital stock consisting of 7,500 shares of common stock at \$1.00 par value (referred to as the "Destination Florida Common Stock"), of which 6,300 shares of Destination Common Stock are issued and outstanding; and

WHEREAS, Destination Canada has authorized capital stock consisting of 3,000 shares of common stock with no par value (referred to as the "Destination Canada Common Stock"), of which 200 shares of Destination Common Stock are issued and outstanding; and

WHEREAS, Intercruises is a corporation organized under the laws of the State of Delaware; and

WHEREAS, Intercruises has authorized capital stock consisting of 10,000 shares of common stock with no par value (referred to as the "Intercruises Common Stock"), of which 1 share of Intercruises Common Stock is issued and outstanding; and

WHEREAS, the laws of the State of New Jersey, the State of Florida, the State of Maine, and the State of Delaware permit a merger of the Constituent Corporations; and

WHEREAS, the Boards of Directors of Cruiselink, Destination Florida, and Destination Canada have determined that it is in the best interest of said companies to move their state of incorporation from New Jersey, Florida, and Maine, respectively, to Delaware for business reasons; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that the merger of Cruiselink, Destination Florida, and Destination Canada with and into Intercruises on the terms and conditions hereinafter set forth is advisable (the "Merger"), and by unanimous written consent duly adopted, have adopted the terms and conditions of this Plan of Merger and directed that the proposed merger be submitted to the shareholders of the Constituent Corporations for their approval and have recommended to such shareholders approval of the terms and conditions hereinafter set forth; and

WHEREAS, the Constituent Corporations have resolved that Cruiselink, Destination Florida, and Destination Canada be merged into Intercruises creating a single corporation existing under the laws of the State of Delaware, to wit, Intercruises, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, This Plan of Merger shall become effective on March 1, 2009 (the "Effective Date").

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the laws of the State of New Jersey (the "New Jersey Code"), the laws of the State of Florida (the "Florida Code"), the laws of the State of Maine (the "Maine Code"), and the laws of State of Delaware (the "Delaware Code"), that Cruiselink, Destination Florida, and Destination Canada shall be and hereby are, at the Effective Date, merged with and into Intercruises (Intercruises subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Intercruises Shoreside & Port Services, Inc.", and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner of converting shares are and shall be as follows:

SECTION I

MERGER

1.1 Cruiselink, Destination Florida, Destination Canada, and Intercruises shall each obtain the approval of their respective shareholders and Board of Directors to the merger prior to effecting the merger.

1.2 The Certificate of Merger required by the Delaware Code shall be executed and filed with the Department of State of the State of Delaware and either a certified copy of the Certificate of Merger filed with the Delaware Department of State or this Plan of Merger shall be filed with the New Jersey Secretary of State, Florida Secretary of State, and Maine Secretary of State.

1.3 On the Effective Date, Cruiselink, Destination Florida, and Destination Canada shall be merged with and into Intercruises, and Intercruises shall continue in existence.

1.4 Without limiting the foregoing, on and after the Effective Date, the separate existence of Cruiseline, Destination Florida, and Destination Canada shall cease, and they shall be merged with and into Intercoastal. In accordance with the terms of this Plan of Merger, the title to all real estate, assets and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.5 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Cruiseline, Destination Florida, and Destination Canada, the last acting officers of Cruiseline, Destination Florida, and Destination Canada, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

SECTION II

TERMS OF TRANSACTION

2.1 Upon the Effective Date:

2.1.1 Each 1 share of Cruiseline Common Stock, Destination Florida Common Stock, and Destination Canada Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into 1 fully paid share of Intercoastal Common Stock, and outstanding certificates representing shares of Cruiseline Common Stock, Destination Florida Common Stock, and Destination Canada Common Stock shall thereafter represent shares of Intercoastal Common Stock. Such certificates may be exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

2.1.2 All issued and outstanding shares of Intercoastal Common Stock held by First Choice Holdings, Inc. immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled and a new share certificate shall be issued to First Choice Holdings, Inc., reflecting the new shareholding in Intercoastal resulting from the merger, pursuant to Section 2.1.1 above.

SECTION III

DIRECTORS AND OFFICERS

3.1 The Board of Directors of the Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be the Board of Directors of the Surviving Corporation until their term ends or they are removed from office.

3.2 The Officers of the Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be the Officers of the Surviving Corporation until their term ends or they are removed from office.

SECTION IV

GOVERNING LAW

The Surviving Corporation shall be governed by the laws of the State of Delaware.

SECTION V

DESIGNATION OF AGENT FOR SERVICE

If required pursuant to the New Jersey Code, the Florida Code, or the Maine Code, as of the Effective Date, the Surviving Corporation hereby irrevocably appoints the Secretary of State of New Jersey, Florida, and Maine, respectively, as its attorney to accept service of process in any action, or proceeding for the enforcement of any obligations of Cruiselink, Destination Florida, or Destination Canada for which the Surviving Corporation is liable under the New Jersey Code, the Florida Code, the Maine Code, or this Agreement, including but not limited to any proceeding for the enforcement of dissenters rights, or any obligation of the Surviving Corporation arising from the merger.

SECTION VI

ARTICLES/CERTIFICATE OF INCORPORATION AND BYLAWS

6.1 From and after the Effective Date, the Certificate of Incorporation of Intertruises, as in effect at such date, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

6.2 From and after the Effective Date, the Bylaws of Intertruises, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

SECTION VII

SHAREHOLDER APPROVAL, EFFECTIVENESS OF MERGER

This Plan of Merger shall be submitted for approval to the shareholders of Cruiselink, Destination Florida, Destination Canada, and Intertruises in accordance with the New Jersey Code, the Florida Code, the Maine Code, and the Delaware Code, respectively. If this Plan of Merger is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to Section VIII hereof, this Plan of Merger shall be executed, and this Plan of Merger, and the Certificate of Merger and/or an Agreement of Merger incorporating the terms of this Plan of Merger, shall be filed and recorded in accordance with the laws of the State of New Jersey, the State of Florida, the State of Maine, and State of Delaware as soon as practicable after the last

approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SECTION VIII

TERMINATION

At any time prior to the filing of the Certificate of Merger with the Department of State of the State of Delaware, the Certificate of Merger with Secretary of State of the State of New Jersey, the Articles of Merger with the Secretary of State of the State of Florida, the Articles of Merger with the Secretary of State of the State of Maine and, the Board of Directors of Cruiselink, Destination Florida, Destination Canada, or Intercruises may terminate and abandon this Plan or Merger, notwithstanding favorable action on the merger by the shareholders of such corporations or earlier approval by the Board of Directors of such corporations.

SECTION IX

MISCELLANEOUS

9.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

9.2 The Surviving Corporation shall promptly pay to any dissenting shareholders of any corporation that is a party to this merger, the amount, if any, to which they shall be entitled under the provisions of the New Jersey Code, the Florida Code, the Maine Code, or the Delaware Code,

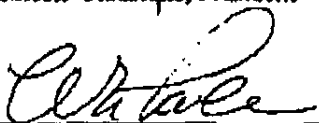
9.3 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date first written above.

CRUISELINK II, LTD.,
a New Jersey corporation

By: 
Celeste Gladstone, President

By: 
William M. Poole, Secretary

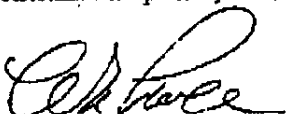
**DESTINATION FLORIDA-NEW
ENGLAND, INC.,** a Florida corporation

By: 
Kristina M. Spencer, President

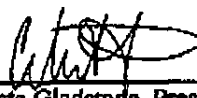
By: 
William M. Poole, Secretary

**DESTINATION CANADA/NEW
ENGLAND,** a Maine corporation

By: 
Kristina M. Spencer, President

By: 
William M. Poole, Secretary

**INTERCRUISES SHORESIDE & PORT
SERVICES, INC.,** a Delaware corporation

By: 
Celeste Gladstone, President

By: 
William M. Poole, Secretary