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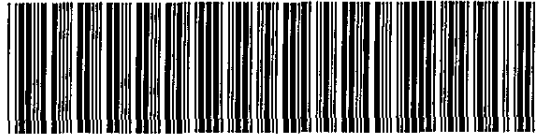
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DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

ADR
3/3/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 235869 7356838

AUTHORIZATION :

Patricia Pizento

COST LIMIT : \$ 78.75

ORDER DATE : March 3, 2005

ORDER TIME : 10:10 AM

ORDER NO. : 235869-005

CUSTOMER NO: 7356838

CUSTOMER: Ms. Jeane Dempsey
Smith, Gambrell & Russell Llp
Suite 2600
50 North Laura Street
Jacksonville, FL 32202

ARTICLES OF MERGER

AMELIA CRUISES, INC.

INTO

HANAU INVESTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

AMELIA CRUISES, INC.

(a Florida corporation)

INTO

HANAU INVESTMENTS, INC.

(a Florida corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned entities certify as follows:

FIRST

The names of the entities that are parties to the merger are Hanau Investments, Inc., a Florida corporation, and Amelia Cruises, Inc., a Florida corporation.

SECOND

Hanau Investments, Inc., shall be the surviving entity.

THIRD

The Plan of Merger (the "Plan of Merger") was approved by the Boards of Directors and shareholders of Hanau Investments, Inc., and Amelia Cruises, Inc., by Unanimous Written Consent on March 2, 2005 in accordance with Florida Statutes, Chapter 607.

FOURTH

A copy of the Plan of Merger as approved by the Boards of Directors of Hanau Investments, Inc., and Amelia Cruises, Inc., is attached hereto as Exhibit A.

FIFTH

The merger shall become effective the date these Articles of Merger are filed with the Florida Secretary of State.

Dated March 2, 2005.

AMELIA CRUISES, INC.

By: 
Its President

HANAU INVESTMENTS, INC.

By: 
Its President

EXHIBIT A

PLAN OF MERGER
OF
AMELIA CRUISES, INC.
(a Florida corporation)
INTO
HANAU INVESTMENTS, INC.
(a Florida corporation)

THIS PLAN OF MERGER dated March 2, 2005 is made by and between AMELIA CRUISES, INC., a Florida corporation ("Amelia"), and HANAU INVESTMENTS, INC., a Florida corporation (the "Corporation").

WHEREAS, Douglas M. Hanau and Linda H. Hanau ("Hanau") each own fifty percent (50%) of the issued and outstanding shares of common stock of Amelia and the Corporation; and

WHEREAS, the Board of Directors of the Corporation and Amelia deem it advisable and in the best interest of Amelia, the Corporation and their shareholders to merge Amelia with and into the Corporation, with the Corporation designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Amelia and the Corporation shall be merged with and into a single corporation, with the Corporation being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of Amelia shall cease.

2. The Certificate of Incorporation of the Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.

3. The Bylaws of the Corporation shall continue to be the Bylaws of the surviving corporation until changed, altered or amended as therein provided.

4. The officers and directors of the Corporation shall continue to serve as officers and directors of the Corporation from and after the effective time of the merger until their successors are elected and qualified, or their earlier resignation or removal.

5. The issued and outstanding stock of Amelia shall automatically, and without any action on the part of the holders thereof, be cancelled as of the effective time of the merger.

6. The merger described herein may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of the Corporation or Amelia.

EXHIBIT A

7. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by Resolutions duly adopted by the shareholders and by the Board of Directors of the Corporation and Amelia.

IN WITNESS WHEREOF, the undersigned have set their hands, this 2nd day of March, 2005.

AMELIA CRUISES, INC.

By: /s/ Douglas M. Hanau
Its President

HANAU INVESTMENTS, INC.

By : /s/ Douglas M. Hanau
Its President