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Deep Sea Charters Inc.

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
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- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
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- ☐ Fictitious Search
- ☐ Fictitious Owner Search
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
1. <u>Deep Sea Charters, Inc</u> <u>1801 SE 17th Street, Ste 103</u> <u>Fort Lauderdale, FL 33316</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>PO3000070728</u>		FEI Number: <u>59-1802318</u>
2. <u>Deep Sea Charters Florida, LLC</u> <u>2950 NE 32nd Avenue</u> <u>Fort Lauderdale, FL 33308</u>	<u>Florida</u>	<u>limited liability co.</u>
Florida Document/Registration Number: <u>602000033892</u>		FEI Number: _____
3. _____	<u>892</u>	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Jurisdiction

Entity Type

Deep Sea Charters, Inc.

Florida

Corporation

2950 NE 32nd Street

Fort Lauderdale, FL 33308

Florida Document/Registration Number: 900021140249

FEI Number: 54-1802318

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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

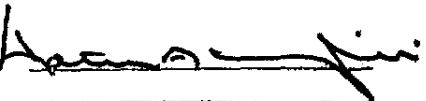
(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

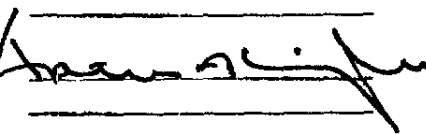
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____	Signature(s) _____	Typed or Printed Name of Individual _____
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Deep Sea Charters, Inc.		Kathleen A. Winddudge President
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Deep Sea Charters, LLC		Kathleen A. Winddudge Manager/President
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(Attach additional sheet(s) if necessary)

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PLAN OF MERGER AND SHARE EXCHANGE

This Plan of Merger and Share Exchange between Deep Sea Charters, LLC, a Florida limited liability company d/b/a Windridge Yacht Charters ("LLC") and Deep Sea Charters, Inc., a Florida corporation ("Deep Sea") dated as of January 31, 2003 wherein Deep Sea is intended to be the surviving business entity, and LLC is intended to be absorbed by and merged into Deep Sea and the separate existence of LLC ceases.

Witnesseth:

Whereas, Deep Sea is a corporation duly incorporated and existing under the laws of the State of Florida with its principal office located at 2950 NE 32nd Avenue, Fort Lauderdale, Florida 33308; and

Whereas, LLC is a limited liability company duly organized and existing under the laws of the State of Florida with its registered office located at 2950 NE 32nd Avenue, Fort Lauderdale, Florida 33308; and

Whereas, the managers of LLC have considered the merger with Deep Sea and have determined that it is in the best business interests of the company and its managers that LLC be absorbed by and merged into Deep Sea pursuant to § 608.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended; and

Whereas, the board of directors of Deep Sea has considered the proposed merger with LLC and have determined that it is in the best business interests of the company and its shareholders that Deep Sea merge with LLC pursuant to § 607.1101 et seq., Florida Statutes, such that the transaction qualify as a "reorganization" under Title 26 U.S.C. § 368(a)(1)(A), as amended;

NOW, THEREFORE, in consideration of the exchange of certificates representing ownership of LLC for the shares of common stock of Deep Sea at the rate of one for one, the mutual covenants herein contained and other valuable consideration, a merger and share exchange shall take place in accordance with the following provisions:

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name: Deep Sea Charters, Inc. Jurisdiction: Florida

Name: Deep Sea Charters, LLC Jurisdiction: Florida

SECOND: The exact name and jurisdiction of each surviving party are as follows:

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Name: Deep Sea Chargers, Inc.

Jurisdiction: Florida

THIRD: The terms and conditions of the merger are as follows:

§1. Merger and Share Exchange Deep Sea shall acquire all issued and outstanding certificates of equity of LLC by issuing one share of common stock in exchange for each certificate of equity of LLC acquired by Deep Sea. LLC shall be absorbed by Deep Sea and merge into Deep Sea, which shall be the surviving business entity upon completion of the merger and share exchange.

§2. Terms and Conditions. On the effective date of the merger and share exchange, the separate existence of the absorbed company shall cease whereby title to all real and personal property of LLC shall be vested in Deep Sea, without reservation or impairment of the business or operations of LLC. Deep Sea shall succeed to all rights, privileges, immunities and franchises of LLC, shall succeed to the ownership of all real and personal property of LLC and shall succeed to all liabilities of LLC as if the merger between Deep Sea and LLC filed with the Divisions of Corporations on January 15, 2003 had been reversed or had not occurred, without the need for any separate transfer, and shall succeed to or resume the FEI number 59-1802318 that was succeeded to by LLC in the January 15, 2003 merger. Deep Sea shall then be responsible and liable for all liabilities and obligations of LLC and neither the rights of creditors, nor any liens on the property of LLC shall be impaired by the merger and share exchange. Deep Sea and LLC shall assist and cooperate with one another to take all actions necessary under the laws of Florida to notify the regulatory authorities of the merger and share exchange and otherwise as is necessary to effectuate the merger.

§3. Conversion of Shares. The manner and basis of converting the certificates of ownership of LLC into certificates of ownership of Deep Sea is as follows:

The registered owners of equity certificates of LLC as of January 31, 2003 (the "Record Date") will receive one share of stock of Deep Sea for each share (or fractional share) of LLC registered in his or her name on the Record Date. However, in no event shall fractional certificates of ownership of Deep Sea be issued, nor shall any cash or other property be paid, to the owners of LLC equity interests. The registered owners of the equity certificates of LLC will be required to tender each certificate representing their ownership of LLC, endorsed in blank, to the stock transfer agent of Deep Sea, whose name and address are John E. Stephens, Jr., Esq. c/o Lewis Marine Supply, Inc., 220 SW 32nd Street, Fort Lauderdale, FL 33315-3324 and upon receipt of such shares by the transfer agent, Deep Sea shall cause one certificate representing the same number of shares of Deep Sea's ownership interests as the number of certificates of LLC represented by the certificate(s) surrendered to the transfer agent, to be issued in the name of the registered

owner of LLC certificates so surrendered. The registered owners of common stock of Deep Sea shall also provide the transfer agent with the address at which all shareholder communications are to be delivered thereafter.

§4. Changes in the Articles of Incorporation. The Articles of Incorporation of Deep Sea shall continue to be its Articles of Organization following the effective date of the merger and share exchange, and Deep Sea shall have full power and unrestricted authority to modify such Articles of Organization at any time thereafter.

§5. Operating Agreement of Deep Sea The operating agreement of LLC in effect immediately prior to the effective date of the merger shall be amended and restated so as to become and revert to the bylaws of Deep Sea (except for ministerial changes to reflect the differences between certificates of ownership, managers and directors and other denominations under the corporation act and limited liability company statute) following the effective date of the merger and share exchange.

§6. Directors, Officers and Managers. On the effective date of the merger and share exchange, the officers and directors of Deep Sea shall be the person(s) who are the officers and manager(s) of LLC, such that the following individuals shall hold the offices specified next to their names:

President & CEO - Kathleen A. Windridge
Secretary/Treasurer - Kathleen A. Windridge
members of board of directors - Kathleen A. Windridge

§7. Prohibited Transactions. Neither of the constituent organizations shall, prior to the effective date of the merger and share exchange, engage in any activity or transaction other than in the ordinary course of business, except that Deep Sea and LLC may take all actions necessary or convenient under the laws of the State of Florida to consummate the merger and share exchange.

§8. Approval by Shareholders and/or equity owners. This plan of merger and share exchange shall be submitted for the approval of the shareholders or members of the constituent organizations in the manner provided by the applicable laws of the States of Florida, and the affirmative vote of registered owners of a majority of the issued and outstanding shares or equity interests of the constituent organizations shall be required to be cast with respect to the plan of merger and share exchange on or before January 31, 2003.

§9. Effective Date of Merger and Share Exchange. The effective date of this merger and share exchange shall be the date when the articles of merger and share exchange are filed with the Division of Corporations of the State of Florida or the date when articles of merger and share exchange are accepted for filing by the Division of Corporations of the State of Florida, which ever is earlier.

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§10. *Abandonment of Merger and share exchange.* This plan of merger and share exchange may be abandoned by action of the board of directors of either Deep Sea or LLC at any time prior to the effective date of any of the following:

(a) the merger and share exchange is not approved by the owners of a majority of the shares of common stock of either LLC or Deep Sea outstanding on the record date for the vote on this merger and share exchange on or before January 31, 2003; or

(b) in the judgment of the board of directors of either LLC or Deep Sea, the merger and share exchange would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of Florida, as applicable.

FOURTH. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity are set forth in § 3 of article **THIRD** above.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor business entity are set forth in the operating agreement of the surviving business entity.

FIFTH neither a partnership, nor a limited partnership, is the surviving entity.


SIXTH: The surviving business entity is to be a Florida corporation for profit and its affairs are to be managed by the shareholders. The name(s) and addresses of the manager(s) are set forth in § 5 of article **THIRD** above.

SEVENTH there are no jurisdictions under which each party to the merger are organized other than the State of Florida.

EIGHTH: All other provisions for the plan of merger are contained in article **THIRD** above.

IN WITNESS WHEREOF, the undersigned officers of the constituent corporations have executed this Plan of Merger and Share Exchange in the name and on behalf of LLC and Deep Sea, respectively, as of the ___ day of January, 2003.

Deep Sea Charters, Inc.

By 
Kathleen A. Windridge, president

DEEP SEA CHARTERS, LLC

By 
Kathleen A. Windridge, manager