

P03000093759

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

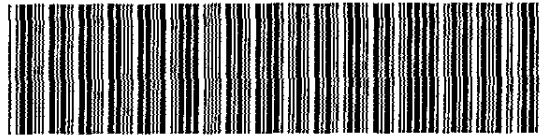
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



400023441474

Merger

10/02/03--01008--011 **78.75

FILED
03 OCT - 1 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
10/9/03

Cavitch, Familo, Durkin & Frutkin

A LEGAL PROFESSIONAL ASSOCIATION

September 26, 2003

FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of Sunrise Marine Corporation and Sunrise Yacht Charters, Inc.

Dear Sir/Madam:

It is our intention to merge Sunrise Marine Corporation into Sunrise Yacht Charters, Inc., effective upon the filing date. In this regard, enclosed for filing is a copy of the Articles of Merger and the Plan of Merger for the above-captioned corporations. Also enclosed is a check in the amount of \$78.75 representing the filing and certified copy fees.

Please file the enclosed document and return your Certificate of Filing to the undersigned. If you have any questions, please call me collect at (216) 621-7860. Thank you for your cooperation.

Very truly yours,



Rebecca S. Molyneaux

Enclosures

cc: Keith Brown (w/out enclosures)
Jim Gornik (w/out enclosures)

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CLEVELAND, OHIO 44114-2876
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Matthew E. Senra
Douglas E. Bloom
Rebecca S. Molyneaux
Matthew B. Murphy
* of Counsel

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sunrise Yacht Charters, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rebecca S. Molyneaux
(Name of person)

Cavitch, Familo, Durkin & Frutkin Co, L.P.A.
(Name of firm/company)

14th Floor, The East Ohio Building
(Address)

Cleveland, Ohio 44114
(City/state and zip code)

For further information concerning this matter, please call:

Rebecca S. Molyneaux at (216) 621-7860
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

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

FILED
03 OCT 14 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sunrise Yacht Charters, Inc.	Florida	P03000093759

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sunrise Marine Corporation	Ohio	1071846

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 9/14/03

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 9/14/03

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

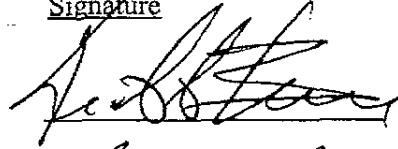
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

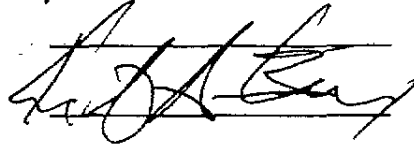
Typed or Printed Name of Individual & Title

Sunrise Yacht Charters, Inc.



Keith A. Brown, President

Sunrise Marine Corporation



Keith A. Brown, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Sunrise Yacht Charters, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Sunrise Marine Corporation

Ohio

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

The merger shall be effected by filing in the office of the Secretary of State of Ohio any and all documents required to be filed therewith. The Certificate of Filing received from the Secretary of State of Ohio, along with any and all documents required to be filed with the Florida Department of State shall be filed with the Florida Department of State.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation. The surviving corporation will not issue additional shares in exchange for the surrendered shares.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: