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Effective 12-31-10

SECRETARY OF STATE
FALL PAPER SUBMISSION

10 DEC 28 PM 3:59

FILED

Merger

2-8-11

Dc

ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW
ONE FINANCIAL PLAZA
100 SOUTHEAST 3RD AVENUE
SUITE 1400
FT. LAUDERDALE, FL 33394-0030
WWW.ATKINSON-DINER.COM

LAWRENCE M. PLOUCHA
lmp@atkinson-diner.com

BROWARD (954) 925-5501
MIAMI-DADE (305) 944-1882
FAX (954) 920-2711

February 2, 2011

PERSONAL AND CONFIDENTIAL

Attn: Darlene Connell
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

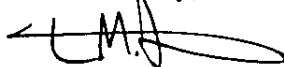
**Re: Sun Power Diesel and Marine, Inc.; Corporate Mergers
Sun Power Diesel, Inc.; Reinstatement**

Dear Ms. Connell:

Further to our telephone conversation of today, enclosed is our firm's check in the amount of \$113.75 to cover filing fees and a certified copy of the Merger for Sun Power Diesel and Marine, Inc.

As always, should you have any questions or comments, please contact the undersigned at the telephone number listed above. Thank you.

Sincerely,



L.M. Ploucha

RECEIVED
11 FEB -7 AM
LMP:lbm
Enclosure
SEC. OF STATE
TALLAHASSEE, FL

ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

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FAX (954) 920-2711

January 28, 2011

Attn: Darlene Connell
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Sun Power Diesel and Marine, Inc.; Corporate Mergers
Sun Power Diesel, Inc.; Reinstatement**

Dear Sirs:

In order to reinstate Sun Power Diesel, Inc. and complete the filing of Articles of Merger for Sun Power Diesel and Marine, Inc. we enclose the following:

1. Your letter dated December 27, 2010 regarding the need to reinstate Sun Power Diesel, Inc. to complete the merger;
2. Your letter dated January 4, 2011, regarding the reinstatement;
3. Completed Corporation Reinstatement form dated December 28, 2010;
4. Articles of Merger of Sun Power Diesel and Marine, Inc.;
5. Copy of fax cover sheet regarding Articles of Merger for Sun Power Diesel and Marine, Inc.; and
6. Our check in the amount of \$750.00 payable to the Florida Department of State in payment of the fee to reinstate Sun Power Diesel, Inc.

Please note the effective date of the merger is December 31, 2010.

Should you have any questions or comments or wish to discuss the matter, please contact the undersigned at the telephone number listed above. Thank you.

Sincerely,



L.M. Ploucha

LMP:lbm
Enclosures

cc: Mike Borkowski, CPA (w/encl.)

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ARTICLES OF MERGER

OF

**SUN POWER DIESEL AND MARINE, INC.,
A FLORIDA CORPORATION**

AND

**SUN POWER DIESEL, INC.,
A FLORIDA CORPORATION**

AND

**JJD YACHT SALES, INC.,
A FLORIDA CORPORATION**

FILED
10 DEC 28 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, SUN POWER DIESEL AND MARINE, INC., a Florida corporation, SUN POWER DIESEL, INC., a Florida corporation, and JJD YACHT SALES, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging SUN POWER DIESEL, INC. and JJD YACHT SALES, INC., with and into SUN POWER DIESEL AND MARINE, INC. (the "Merger").

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the written consent of the sole stockholder and director of SUN POWER DIESEL AND MARINE, INC., dated as of Nov. 29, 2010, by the written consent of the sole stockholder and director of SUN POWER DIESEL, INC., dated Nov. 29, 2010, and by the written consent of the sole stockholder and director of JJD YACHT SALES, INC., dated Nov. 29, 2010, in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act.

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IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name as of the 29th day of November, 2010.

SUN POWER DIESEL AND MARINE, INC.,
a Florida corporation

By: John J. Davis
Name: John J. Davis
Title: President

SUN POWER DIESEL, INC.,
a Florida corporation

By: John J. Davis
Name: John J. Davis
Title: President

JJD YACHT SALES, INC.,
a Florida corporation

By: John J. Davis
Name: John J. Davis
Title: President

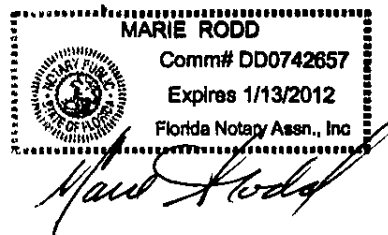


EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into this 29th day of November, 2010, by and between SUN POWER DIESEL AND MARINE, INC., a Florida corporation ("SPDM") and SUN POWER DIESEL, INC., a Florida corporation ("SPD") and JJD YACHT SALES, INC. a Florida corporation ("JJD"). (SPDM, SPD and JJD are together sometimes hereinafter referred to as the "Constituent Corporations").

1. The Merger

1.1 Manner of Merger

Subject to the terms and conditions of this Plan, and at the Effective Time (as hereinafter defined), SPD and JJD shall be merged with and into SPDM (the "Merger") with the effect that SPDM shall be the surviving corporation of the Merger (the "Surviving Corporation"). The corporate existence of SPDM with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger, shall be governed by the laws of the State of Florida and succeed to all rights, assets, liabilities and obligations of SPD and JJD, as set forth in the Florida Business Corporation Act (the "Florida Act"). The separate existence and corporate organization of SPD and JJD shall cease upon the Effective Time and thereafter the Surviving Corporation shall continue to exist under the laws of the State of Florida. The Surviving Corporation, without further act or deed, shall (i) have the purposes and shall possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger; (ii) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (iii) be liable for all of the obligations and liabilities of each of the Constituent Corporations existing immediately prior to the Effective Time. The title to any real estate or any interest therein, vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

1.2 Articles of Incorporation, Bylaws, Directors and Agreement Among Shareholders and Corporation of the Surviving Corporation

(a) The Articles of Incorporation of SPDM, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Act.

(b) The Bylaws of SPDM, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Act.

1.3 The Status and Conversion of Shares

(a) At the Effective Time, each of the following events shall be deemed to occur simultaneously: (1) each share of SPD Common Stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, (2) each share of JJD Common Stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and (3) each share of SPDM Common Stock, par value \$1.00 per share, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.

(b) At the Effective Time, the holders of certificates for shares of SPD Common Stock, par value \$1.00 per share, and JJD Common Stock, par value \$1.00 per share, shall cease to have any rights as shareholders of SPD and JJD and their sole rights for surrender and in exchange for them shall be the right to retain shares of SPDM Common Stock, par value \$1.00 per share. Pending such surrender, such holder's certificate or certificates for shares of SPD Common Stock, par value \$1.00 per share and JJD Common Stock, par value \$1.00 per share, shall be deemed for all corporate purposes to evidence only the right to receive shares of SPDM common Stock, par value \$1.00 per share, in accordance with the terms of this section.

2. Effective Date of the Merger

The Merger shall become effective as of the later of December 31, 2010, or upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State. The term "Effective Time" as used herein shall mean the date of such filing. Each of the parties hereto hereby agrees to use its best efforts to do promptly all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it in order to consummate the Merger at such time.

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**WRITTEN CONSENT OF
THE SOLE STOCKHOLDER AND DIRECTOR OF
SUN POWER DIESEL AND MARINE, INC.**

The undersigned, being the sole Stockholder and Director of the captioned Corporation, by his signature hereto pursuant to Sections 607.0704 and 607.0821 of the Florida Business Act, hereby adopts this Written Consent in lieu of a formal meeting, and consents to, approves and adopts the following corporate acts:

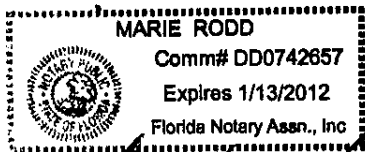
RESOLVED that the Articles of Merger, and Plan of Merger attached to the Articles as Exhibit A, of SUN POWER DIESEL, INC., JJD YACHT SALES, INC., and the Corporation, a copy of which is filed herewith and hereby made a part hereof for all purposes, be and the same is hereby adopted; and be it

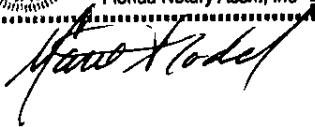
FURTHER RESOLVED, that the proper Officers of the Corporation be and are hereby authorized and directed to execute and deliver said Articles of Merger on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 29th day of November, 2010.



JOHN V. DAVIS





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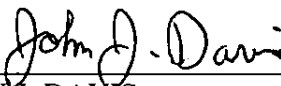
**WRITTEN CONSENT OF
THE SOLE STOCKHOLDER AND DIRECTOR OF
JJD YACHT SALES, INC.**

The undersigned, being the sole Stockholder and Director of the captioned Corporation, by his signature hereto pursuant to Sections 607.0704 and 607.0821 of the Florida Business Act, hereby adopts this Written Consent in lieu of a formal meeting, and consents to, approves and adopts the following corporate acts:

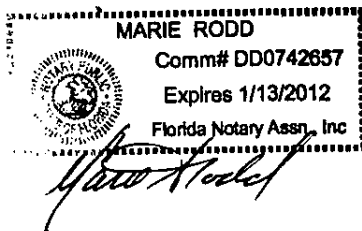
RESOLVED that the Articles of Merger, and Plan of Merger attached to the Articles as Exhibit A, of SUN POWER DIESEL AND MARINE, INC., SUN POWER DIESEL, INC., and the Corporation, a copy of which is filed herewith and hereby made a part hereof for all purposes, be and the same is hereby adopted; and be it

FURTHER RESOLVED, that the proper Officers of the Corporation be and are hereby authorized and directed to execute and deliver said Articles of Merger on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 29th day of November, 2010.



JOHN J. DAVIS



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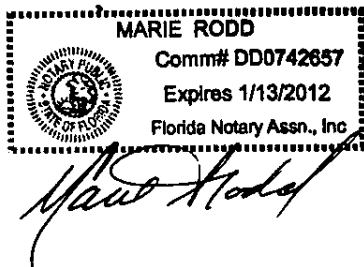
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