

10/17/2005 17:00 FAX 2159779388  
Division of Corporations

M. BURR KEIM COMPANY

10/17/05  
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P05000138226

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

From:

Account Name : M. BURR KEIM COMPANY  
Account Number : I19990000242  
Phone : (215) 563-8113  
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MERGER OR SHARE EXCHANGE

MYERS CLAM COMPANY, INC.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 0        |
| Page Count            | 07       |
| Estimated Charge      | \$183.75 |

RECEIVED  
05 OCT 17 AM 8:00  
DIVISION OF CORPORATIONS

FILED  
05 OCT 17 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AJR  
10/18/05

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**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, Florida Statutes.

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TALLAHASSEE, FLORIDA

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

| <u>Name</u>                     | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------------|---------------------|--|
| <u>Myers Clam Company, Inc.</u> | <u>Florida</u>      | <u>P05000138226</u>                              |

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

| <u>Name</u>                       | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------------------|---------------------|--|
| <u>C.E.H. Management Corp.</u>    | <u>Florida</u>      | <u>P05000138214</u>                              |
| <u>F/V Advance, Inc.</u>          | <u>Florida</u>      | <u>P05000140537</u>                              |
| <u>F/V Prescott, Inc.</u>         | <u>Florida</u>      | <u>P05000137929</u>                              |
| <u>High Seas Harvesters, Inc.</u> | <u>Florida</u>      | <u>P05000138235</u>                              |

**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 after merger file date.)

**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 September 30, 2005.

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)


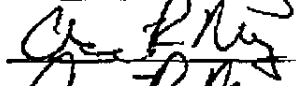
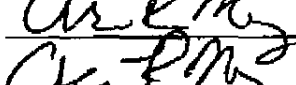
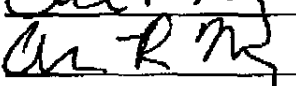

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 30, 2005.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u>        | <u>Signature of an Officer or Director</u>  | <u>Typed or Printed Name of Individual &amp; Title</u> |
|-----------------------------------|---|--|
| <u>Myers Clam Company, Inc.</u>   |  | <u>Arthur R. Myers, Jr., President</u>                 |
| <u>C.E.H. Management Corp.</u>    |  | <u>Arthur R. Myers, Jr., President</u>                 |
| <u>F/V Advance, Inc.</u>          |  | <u>Arthur R. Myers, Jr., President</u>                 |
| <u>F/V Prescott, Inc.</u>         |  | <u>Arthur R. Myers, Jr., President</u>                 |
| <u>High Seas Harvesters, Inc.</u> |  | <u>Arthur R. Myers, Jr., President</u>                 |
| <u> </u>                          | <u> </u>  | <u> </u>   |
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## PLAN OF MERGER

Pursuant to section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation the Shareholders of C.E.H. MANAGEMENT CORP., F/V ADVANCE, INC., F/V PRESCOTT, INC. and HIGH SEAS HARVESTERS, INC., (Herein after sometimes referred to as the Merging Corporations) and MYERS CLAM COMPANY, INC. (herein sometimes referred to as the Surviving Corporation), said corporations hereinafter referred to jointly as the Constituent Corporations, do hereby certify that:

WHEREAS C.E.H. MANAGEMENT CORP. is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation, having been filed in the office of the Florida Secretary of State on October 7, 2005, and

WHEREAS the total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares, of which one thousand (1,000) shares are now issued and outstanding; and

WHEREAS, F/V ADVANCE, INC. is a corporation organized and existing under the laws of the State of Florida, its certificate of incorporation, having been filed in the office of the Florida Secretary of State on October 14, 2005; and

WHEREAS the total number of shares which the corporation has authority to issue is one thousand (1,000) shares of which one thousand (1,000) shares are issued and outstanding, and

WHEREAS, F/V PRESCOTT, INC. is a corporation organized and existing under the laws of the State of Florida, its certificate of incorporation having been filed in the office of the Secretary of State of Florida on October 7, 2005, and

WHEREAS, the total number of shares which the corporation has authority to issue is one thousand (1,000) shares of which one thousand (1,000) shares are issued and outstanding, and

WHEREAS, HIGH SEAS HARVESTERS, INC. is a corporation organized and existing under the laws of the State of Florida, its certificate of incorporation having been filed in the office of the Secretary of State on October 7, 2005, and

WHEREAS, the total number of shares which the corporation has authority to issue is one thousand (1,000) shares of which one thousand (1,000) shares are issued and outstanding, and

WHEREAS, MYERS CLAM COMPANY, INC. is a corporation organized and existing under the laws of the State of Florida, its certificate of incorporation having been filed in the office the Secretary of State on October 7, 2005, and

WHEREAS, the total number of shares which the corporation has authority to issue is one thousand (1,000) of which one hundred and fifty one (151) shares are issued and outstanding, and

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WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that C.E.H. MANAGEMENT CORP., F/V ADVANCE, INC., F/V PRESCOTT, INC. and HIGH SEAS HARVESTERS, INC. (the Merging Corporations) be merged into MYERS CLAM COMPANY, INC. (the Surviving Corporation) on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the Florida Business Corporation Act which permit such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Corporations and the Surviving Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

#### ARTICLE I

The Merging Corporations and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the Florida Business Corporation Act by C.E.H. MANAGEMENT CORP., F/V ADVANCE, INC., F/V PRESCOTT, INC. and HIGH SEAS HARVESTERS, INC. merging into MYERS CLAM COMPANY, INC. which shall be the Surviving Corporation.

#### ARTICLE II

This merger shall be effective upon filing.

1. The Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the corporations shall cease except to the extent provided by law in the case of a corporation after its merger into another corporation.

2. The Surviving Corporation shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, or belonging to, or due to the Merging Corporation, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed.

3. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment or, if deemed necessary the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

5. The By-Laws of MYERS CLAM COMPANY, INC. as existing and constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation;

6. The Board of Directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation.

#### ARTICLE III

The Articles of Incorporation of the Surviving Corporation filed in the office of the Florida Secretary of State on shall be the Articles of Incorporation of the Surviving Corporation on the effective date of this merger.

#### ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

(1) The assets and liabilities of the Merging Corporations shall be transferred to the Surviving Corporation. The shareholders of the Merging Corporations shall surrender their shares and they shall be cancelled.

(2) The shares of the Surviving Corporation shall be unaffected by the merger.

(3) After the effective date of the merger, only those shares held by the shareholders of the Surviving Corporation shall be valid shares.

#### ARTICLE V

The Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

#### ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merging Corporations, the proper officers and directors of the Merging Corporations shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Florida.

#### ARTICLE VIII

This plan and agreement involves a statutory merger of corporations under state law, that but for the Qualified Subchapter "S" subsidiary "QSUB" tax election under IRC section 1361(b)(3) and similar state law provisions would qualify as a tax free reorganization under IRC section 368(a)(1)(A). Notwithstanding the QSUB tax election, the transaction nevertheless should qualify as a tax free transaction because as a result of the QSUB tax election, the companies are treated as one company so that transfers among the companies are deemed to be tax-free intra-company transfers, rather than inter-company transactions.