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**MERGER OR SHARE EXCHANGE**

**TORTUGA CHARTERS, INC.**

Certificate of Status	0
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DIVISION OF CORPORATIONS

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*Merger*

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**ARTICLES OF MERGER OF  
MALERBA FUNERAL PARLOR, INC.,  
a Connecticut corporation  
WITH AND INTO  
TORTUGA CHARTERS, INC.,  
a Florida corporation**

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The following Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TORTUGA CHARTERS, INC. 1630 Windmill Avenue Marco Island, Florida 34145	Florida	Corporation

Florida Document/Registration Number

P07000024402

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MALERBA FUNERAL PARLOR, INC. 37 Pulaski Highway Ansonia, Connecticut 06401	Connecticut	Corporation

Connecticut Document/Registration Number

0029350

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1101 through 607.11101 of the Florida Business Corporation Act, and Sections 33-814 through 33-831 of the Connecticut Business Corporation Act, and was approved and adopted by the sole director and sole shareholder of each corporation that is a party to the merger on February 19, 2007.

**FOURTH:** The merger is permitted under the laws of Florida and under the laws of Connecticut and is not prohibited by the articles of incorporation or bylaws of either party to the merger.

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**FIFTH**: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

**SIXTH**: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of Connecticut.

TORTUGA CHARTERS, INC., a Florida  
corporation (Surviving Entity)

By:   
Vincent W. Malerba, Jr., Its President

MALERBA FUNERAL PARLOR, INC., a  
Connecticut corporation (Merged Entity)

By:   
Vincent W. Malerba, Jr., Its President

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this <sup>19</sup> day of February, 2007, by and between TORTUGA CHARTERS, INC., a Florida corporation ("TORTUGA FL"), and MALERBA FUNERAL PARLOR, INC., a Connecticut corporation ("MALERBA CT"), for the purposes of merging on the Effective Date (as defined below) MALERBA CT with and into TORTUGA FL in accordance with the Florida Business Corporation Act, the Connecticut Business Corporation Act, and the following agreements, terms and provisions set forth herein (the "Merger").

1. Parties to Merger. The name and jurisdiction of each party to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TORTUGA CHARTERS, INC.	Florida
MALERBA FUNERAL PARLOR, INC.	Connecticut

2. Effects of Merger. On the Effective Date (as defined below) the separate existence of MALERBA CT (the "Merged Entity") shall cease, and TORTUGA FL shall be the surviving entity ("Surviving Entity"), and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the State of Connecticut or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of the Merged Entity or the corresponding officers or directors of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

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3. Name of Surviving Entity; Name and Address of Sole Director; Articles of Incorporation; Bylaws.

3.1 Name of Surviving Entity. The name of the Surviving Entity before and after the Effective Date shall be TORTUGA CHARTERS, INC.

3.2 Name and Address of Sole Director. The name and address of the Sole director of the Surviving Entity is Vincent W. Malerba, Jr., having a principal address located at 1630 Windmill Avenue, Marco Island, Florida 34145.

3.3 Names and Addresses of Officers. The name and address of the President and Treasurer of the Surviving Entity is Vincent W. Malerba, Jr., having a principal address located at 1630 Windmill Avenue, Marco Island, Florida 34145. The name and address of the Vice President and Secretary of the Surviving Entity is Kathleen M. Malerba, having a principal address located at 1630 Windmill Avenue, Marco Island, Florida 34145

3.4 Articles of Incorporation. The Articles of Incorporation of TORTUGA FL, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Entity until changed or amended as provided by the Florida Business Corporation Act.

3.5 Bylaws. The Bylaws of TORTUGA FL, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Entity until changed or amended as provided by the Florida Business Corporation Act.

3.6 EIN. The Employer Identification Number ("EIN") of the Merging Entity shall be assumed by the Surviving Entity and shall become the EIN of the Surviving Entity.

4. Terms of Merger; Method of Conversion. Merged Entity shall merge with and into Surviving Entity. Upon the Effective Date of the Merger, the shares in the Merged Entity shall be cancelled and the former shareholders of the Merged Entity shall become the shareholders of the Surviving Entity, with no further action required, as follows:

4.1 MALERBA CT. Each share of common stock of the Merged Entity issued and outstanding immediately prior to the Effective Date shall be cancelled, the stock of the Surviving Entity being held in the same proportions as the stock of the Merged Entity. As soon as practical after the Effective Date, each holder of a certificate or certificates representing stock in the Merged Entity shall tender their respective certificates to the Surviving Entity for cancellation.

4.2 TORTUGA FL. Each share of common stock of Surviving Entity issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding, the stock of Surviving Entity being held in the same proportions as the stock of Merged Entity.

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4.3 Tax Treatment. The Merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

5. Miscellaneous.

5.1 Termination. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, in accordance with and subject to the provisions of Section 33-815(e) of the Connecticut Business Corporation Act and Section 607.1103 of the Florida Business Corporation Act.

5.2 Effective Date. The Effective Date of the Merger shall be as of the date of filing of Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

TORTUGA CHARTERS, INC., a Florida  
corporation

By:   
Vincent W. Malerba, Jr., Its President

MALERBA FUNERAL PARLOR, INC. a  
Connecticut corporation

By:   
Vincent W. Malerba, Jr., Its President

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