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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective date
10-1-10

Merger
Reuris
9-28-10

ARTICLES OF MERGER

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Permin & Associates Inc.</u>	<u>Florida</u>	<u>P08000062943</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Boat Club, Inc.</u>	<u>Florida</u>	<u>P04000168785</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 10 / 01 / 2010 (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 09/20/2010

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 09/20/2010.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Permin & Associates Inc.

Wm R Menden

William R. Minder, President

The Boat Club, Inc.

Wm R Marsh

William R. Minder, President

PLAN OF MERGER

THIS PLAN OF MERGER, dated this 20th day of September, 2010 is made and entered into by and between THE BOAT CLUB, INC., a Florida corporation ("Merging Corporation") and PERMIN & ASSOCIATES INC., a Florida corporation (the "Surviving Corporation"). Merging Corporation and Surviving Corporation being sometimes referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Merging Corporation is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 1000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding.

WHEREAS, the Surviving Corporation is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 1000 shares of Common Stock, of which as of the date hereof 100 shares of Common Stock are validly issued and outstanding

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporations and its shareholders that Merging Corporation be merged into the Surviving Corporation which shall be the Surviving Corporation and that the name of the Surviving Corporation remain Permin & Associates Inc.

WHEREAS, the Shareholders of Merging Corporation will receive in exchange for their stock in Merging Corporation, 100 shares of common stock in the Surviving Corporation to reflect their ownership interest, as fully described in Article V hereinafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that Merging Corporation shall be merged with and into the Surviving Corporation in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I

The Constituent Corporations

The names of the Constituent Corporations to the merger are Permin & Associates Inc.. (Florida Charter No. P08000062943) and The Boat Club, Inc. (Charter No.P04000168785).

ARTICLE II

The Merger

On the Effective Date (as hereinafter defined) Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 607 ("Florida Law"),.

ARTICLE III

Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article IX hereof, the Constituent Corporations shall be a single corporation which shall be the Surviving Corporation. From and after such filing, the separate existence of Merging Corporation shall cease, while the corporate existence of the Surviving Corporation shall continue unaffected and unimpaired. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Florida Law. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action,

and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV

Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons who shall serve as the Directors of the Surviving Corporation shall be:

Name	Address
William R. Minder	760 14 th Avenue NW Naples, FL 34120

Persons who shall serve as officers of the Surviving Corporation, and the offices in which they shall serve shall be as follows:

Name	Office
William R. Minder	President
William R. Minder	Treasurer
William R. Minder	Secretary

ARTICLE V

Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger, the shares of common stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be exchanged for the common stock of the Surviving Corporation in the following manner, and the shares of stock of each of the Constituent Corporations prior to the Merger shall be canceled by the respective Constituent Corporations:

5.1 Each share of the Common Stock of Surviving Corporation outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof, shall without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the Surviving Corporation and there shall be no distributions of cash or securities with respect thereto.

5.2 Each share of the Common Stock of Merging Corporation issued and outstanding immediately prior to the filing of the Articles of Merger, in accordance with Article IX, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist, and be canceled and no cash, securities or other property shall be issued in respect thereof.

ARTICLE VI
Surrender of Certificates

Each record holder of an outstanding certificate or certificates which represent shares of Merging Corporation Common Stock shall surrender such certificate or certificates as a condition to receiving Common Stock in the Surviving Corporation pursuant to this Agreement and Plan of Merger.

ARTICLE VII
Further Assurance

If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and directors of the Constituent Corporation, as the case may be, or the corresponding officers or directors of the Surviving Corporation shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII
Approval by Shareholders

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholders of each Constituent Corporations for approval as provided by the Florida on or before the 20th day of September, 2010. If duly adopted by the requisite vote of such Shareholders, Articles of Merger meeting the requirements of Florida and Law shall be filed immediately in the appropriate office in Florida.

ARTICLE IX
Effective Date

The merger of Merging Corporation into the Surviving Corporation shall become effective as of the 1st day of October, 2010 pursuant to the filing of the Articles of Merger in accordance with Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE X
Covenants of Merging Corporation

Merging Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Covenants of the Surviving Corporation

The Surviving Corporation covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XII
Termination

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XIII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

The Boat Club, Inc.
Merging Corporation

By: William R. Minder
William R. Minder,
President

Permin & Associates Inc.
Surviving Corporation

By: William R. Minder
William R. Minder,
President