

PO8000094315

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10 FEB - 2 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Merger
2/4/10
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AAC Marine Group, inc
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Arlen Leiner

Contact Person

AAC Marine Group, Inc

Firm/Company

2333 Knoll Ave

Address

Palm Harbor FL 34683

City/State and Zip Code

captaleiner@aacmarinesurveyor.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Raymond H Bierweiler

Name of Contact Person

At (727) 534-5826

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AAC Marine Group, Inc</u>	<u>State of Florida</u>	<u>P08000094315</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Amari Rose Fishing Ventures, Inc</u>	<u>State of Florida</u>	<u>P07000126841</u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>
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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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/01/2009 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 06/01/2009 and shareholder approval was not required.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Name of Corporation

AAC Marine Group, Inc

Amari Rose Fishing Venture

Arlen Leiner - President

Arlen Leiner - President

PLAN OF MERGER

(Non Subsidiaries)

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

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

Name

Jurisdiction

AAC Marine Group, Inc

State of Florida

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

Name

Jurisdiction

Amari Rose Fishing Ventures, Inc

State of Florida

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

AAC Marine Group Inc, acquires Amari Rose Fishing Ventures Inc. including all debts and liabilities.

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 shareholders of Amari Rose Fishing Ventures, Inc shall have equal shares in AAA Marine Group, Inc. as the held in the merging company.

(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:
Amari Rose Fishing Ventures Inc shall become a ~~subsidiary~~ *part of* AAC Marine Group, Inc

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The debt of \$335,000 to Arlen and Carol Leiner shall become the liability of AAC Marine Group Inc and shall be repaid to Arlen and Carol Leiner according to the Amortization Schedule dated 01/01/2010.