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Merger
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ABBINGDON MARINE 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:

Robert W. Stewart, Esq.

Contact Person

Robert W. Stewart, P.A.

Firm/Company

18001 Old Cutler Road, Suite 600

Address

Miami, FL 33157

City/State and Zip Code

RStewart@rwspa.com

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

For further information concerning this matter, please call:

Robert W. Stewart, Esq

Name of Contact Person

At (305) 233-8773

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

Pursuant to 607.1108 Flat.Stat., **ABBINGDON MARINE INC.** (the "Surviving Corporation") a Florida corporation, and **ABBINGDON MARINE INC.**, (the "Affiliated Corporation"), a California corporation, hereby adopt the following Articles of Merger:

I.

PLAN OF MERGER

The following plan of merger provides for the merger of the Affiliated Corporation into the Surviving Corporation.

1. Names. This instrument sets forth the plan of merger for Abbingdon Marine Inc., a Florida corporation, and its affiliated corporation, Abbingdon Marine Inc., a California corporation. The Florida corporation will be the surviving entity which will continue under the name of Abbingdon Marine Inc., a Florida corporation.

2. Terms and Conditions of Merger. The Affiliated Corporation shall be merged with and into the Surviving Corporation. The separate corporate existence of the Affiliated Corporation shall thereupon cease and the Surviving Corporation shall be the surviving entity which shall thereafter continue as a corporation under the laws of the State of Florida and under the name Abbingdon Marine Inc. The Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises and all of the property, both real and personal, of whatever kind and description, of the Affiliated Corporation and shall thereafter be responsible and liable for all liabilities and

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TALLAHASSEE, FLORIDA

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obligations of the Affiliated Corporation none of which shall be impaired by the merger.

3. Conversion of Shares. Upon the effective date of the merger herein contemplated, the shares of common stock of the Affiliated Corporation issued and outstanding on that date shall cease to be outstanding and each such share shall be converted into and become one share of the capital common stock in the Surviving Corporation. Promptly after the effective date of the merger, the Surviving Corporation shall cause a pro rata issuance of shares of the Surviving Corporation to the holders of the shares of the Affiliated Corporation upon surrender of any certificates therefor.

4. Articles of Incorporation. The articles of incorporation of the Surviving Corporation filed with the Secretary of State of Florida on April 11, 2011 shall remain in full force and effect without any change or amendment thereto.

5. Dissent. Those shareholders of the Affiliated Corporation who, would be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

6. Effective Date. The effective date of the merger shall be the date on which the articles of merger are filed with and accepted by the Department of State of the State of Florida.

II.

APPROVAL

The plan of merger was approved as of April 16, 2011 by the Surviving Corporation in full conformity with the applicable provisions of Chapter 607, Florida Statutes.

The plan of merger was approved as of April 16, 2011 by the Affiliated Corporation in accordance with the applicable laws of the State of California and more specifically in accordance with the provisions of the California Corporations Code which in its sections 1101 and 1108 allow the form of merger set forth herein.

III.

EFFECTIVE DATE

The effective date of this merger shall be the date on which these articles of merger are filed with and accepted by the Department of State of the State of Florida. Executed as of the 16th day of April, 2011.

ABBINGDON MARINE INC., a
California corporation

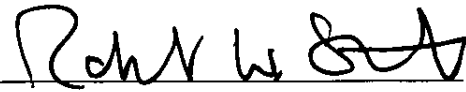
By: _____

Elsa E. Carrillo, President

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Merger was acknowledged before me this 16th day of April, 2011 by Elsa E. Carrillo, as President of Abbingdon Marine Inc., a

California corporation, on behalf of the corporation who is personally known to me and who did take an oath.


NOTARY PUBLIC
State of Florida at Large

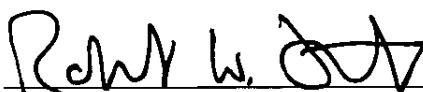


ABBINGDON MARINE INC., a
Florida corporation

By: 
Elsa E. Carrillo, President

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Merger was acknowledged before me this 16th day of April, 2011 by Elsa E. Carrillo, as President of Abbingdon Marine Inc., a Florida corporation, on behalf of the corporation who is personally known to me and who did take an oath.


NOTARY PUBLIC
State of Florida at Large

