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(Requestor's Name)

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(City/State/Zip/Phone #)

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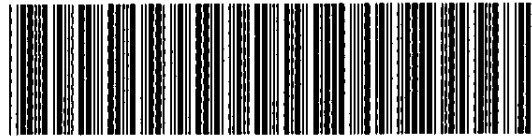
(Business Entity Name)

(Document Number)

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11 JUL 29 PM 4:01
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
TALLAHASSEE, FLORIDA

Merger
C.COULLETTE

AUG 01 2011

EXAMINER



Wolters Kluwer
Corporate Legal Services

CT Corporation

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 878 5368 fax
www.ctcorporation.com

July 29, 2011

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8209784 SO
Customer Reference 1: 23KF-152169
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Miami Diver Holdings, Inc. (FL)
Merger (Survivor)
Florida

Miami Diver Holdings 2, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MIAMI DIVER HOLDINGS, 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:

Mathilde Kapuano
Contact Person

Sheppard, Mullin, Richter & Hampton LLP
Firm/Company

333 S. Hope Street, 43rd floor
Address

Los Angeles, California 90071
City/State and Zip Code

mkapuano@sheppardmullin.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mathilde Kapuano
Name of Contact Person

At (213) 617-5418
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)
Miami Diver Holdings, Inc.	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Diver Holdings 2, Inc.	Florida	

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DIVISION OF CORPORATIONS
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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 7/29/11 (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 7/29/11.

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 7/29/11.

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)

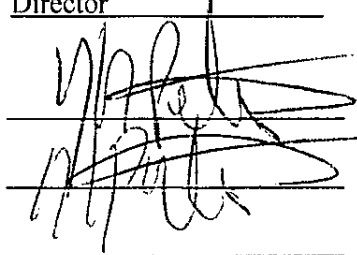
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Miami Diver Holdings, Inc.



Kevin Peters, President

Miami Diver Holdings 2, Inc.



Kevin Peters, 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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Miami Diver Holdings, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Miami Diver Holdings 2, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Miami Diver Holdings 2, Inc., shall be merged with and into Miami Diver Holdings, Inc. with Miami Diver Holdings, Inc. being the surviving corporation.

The articles of incorporation and bylaws of the surviving corporation shall remain the continuing articles and bylaws.

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:

All shares issued and outstanding of merging corporation shall be cancelled for no consideration therefor.

(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:
n/a

OR

Restated articles are attached:
n/a

Other provisions relating to the merger are as follows:
n/a