

P15000005248

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MERGER OR SHARE EXCHANGE MarineMax Reincorporation, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF**

**MARINEMAX, INC.
a Delaware corporation**

INTO

**MARINEMAX REINCORPORATION, INC.
a Florida corporation**

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

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MarineMax Reincorporation, Inc.	Florida	P15000005248

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MarineMax, Inc.	Delaware	Corporation

3. The Plan of Merger is attached.

4. The merger shall become effective on March 20, 2015.

5. The Plan of Merger was adopted by the shareholders of the surviving corporation on February 25, 2015.

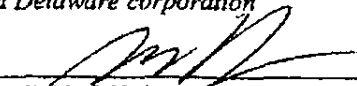
6. The Plan of Merger was adopted by the shareholders of the merging corporation on February 25, 2015.

Dated this 5 day of March, 2015.

Signatures of each corporation:

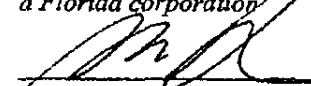
Merging corporation:

MarineMax, Inc.
a Delaware corporation


Michael H. McLamb, Executive Vice
President, Chief Financial Officer
and Secretary

Surviving corporation:

MarineMax Reincorporation, Inc.
a Florida corporation


Michael H. McLamb, President

**PLAN OF MERGER
OF**

**MARINEMAX INC.,
a Delaware corporation**

INTO

**MARINEMAX REINCORPORATION, INC.,
a Florida corporation**

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act.

First: The name of the surviving corporation is MarineMax Reincorporation, Inc., a Florida corporation (the "Surviving Corporation").

Second: The name of the merging corporation is MarineMax, Inc., a Delaware corporation (the "Merging Corporation").

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

The Merger shall become effective on March 20, 2015 (the "Effective Time").

At the Effective Time, the separate existence of Merging Corporation shall cease, and the Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time; (ii) be subject to all actions previously taken by its and Merging Corporation's Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Merging Corporation in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

At the Effective Time, the name of the Surviving Corporation shall be MarineMax, Inc.

Fourth: The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the Merger and without any further action on the part of the Merging Corporation or the Surviving Corporation:

(i) each issued and outstanding share of capital stock of the Surviving Corporation existing immediately prior to the Merger shall, by virtue of the Merger and without any action by the Surviving Corporation, or the holder of such shares or any other person, be

cancelled and returned to the status of authorized and unissued shares of capital stock of the Surviving Corporation, without any consideration being delivered to the holder; and

(ii) each issued and outstanding share of the capital stock of the Merging Corporation existing immediately prior to the Merger, shall cease to be outstanding, without any payment being made in respect thereof, and shall be converted into one share of common stock of the Surviving Corporation, having a par value of \$0.001 per share.

Fifth: The Articles of Incorporation and bylaws of the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue in full force and effect until changed, altered, or amended as therein provided.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be duly executed and delivered on March 5, 2015.

MARINEMAX REINCORPORATION, INC.,
a Florida corporation


By:



Michael H. McLamb, President

MARINEMAX, INC.,
a Delaware corporation

By:



Michael H. McLamb, Executive Vice President,
Chief Financial Officer and Secretary