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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

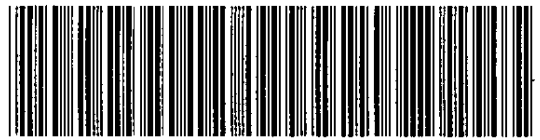
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Art.cles of
Incorporation
Exchange

2009 JUN 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LAW OFFICES
BIRR & GRIFFITH, P.A.
6550 NORTH FEDERAL HIGHWAY, SUITE 510
FORT LAUDERDALE, FLORIDA 33308
(954) 561-5800
(954) 771-6652 - Fax

FORT LAUDERDALE OFFICE
James O. Birr, Jr.

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Stephen L. Griffith
Andrew C. Rose
Christopher D. Vasallo

GAINESVILLE OFFICE
Jack M. Ross-Of Counsel

TAVARES OFFICE
Stephen G. Birr-Of Counsel

June 15, 2009

Via FedEx
Airbill: 8698 3111 6122

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: Sylvia Gilbert

Re: Articles of Share Exchange with Plan of Share Exchange attached
84 Boat Works, Inc./84 Holdings, Inc.
Our File Number: 2197-09-1

Dear Ms. Gilbert:

Pursuant to your telephone conversation earlier today with my senior assistant, Jason Chapnick, I have enclosed with this letter:

1 *Birr & Griffith, PA, Trust Account, check number 14693*, payable to Division of Corporations, in the amount of \$35.00 in payment of the additional filing fee for the Share Exchange, previously delivered to your office via Federal Express.

If there are any additional questions, please telephone and speak with me at extension 4, or Mr. Chapnick at extension 3. Your immediate attention to this matter is appreciated.

Very truly yours,
BIRR & GRIFFITH, P.A.

JAMES O. BIRR, JR., ESQ.

JOB?jmc
Enc.B&G check 14693

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TAVARES OFFICE
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June 10, 2009

Via FedEx
To Airbill: 8698 3111 6111
Return Airbill: 8619 1815 3290

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Share Exchange with Plan of Share Exchange attached
84 Boat Works, Inc./84 Holdings, Inc.
Our File Number: 2197-09-1

Dear Reader:

I have enclosed with this letter the documents listed below:

- 1 Articles of Share Exchange For Florida Profit Corporations (original and copy)
2. Plan of Share Exchange, (attached to Articles, original and copy)
3. Birr & Griffith, PA, Trust Account, check number 14690, payable to Division of Corporations, in the amount of \$43.75 in payment of the filing fee for the Articles and the fee for certified copy of Articles.
4. Prepaid, return FedEx Airbill for use in transmitting the Certified Copy of the Articles to me in the reusable FedEx envelope in which you received the contents of the envelope.

Very truly yours,
BIRR & GRIFFITH, P.A.


JAMES O. BIRR, JR., ESQ.

JOB/hm
Enc. 5 items, 1 thru 4, as listed

ARTICLES OF SHARE EXCHANGE

FILED
2009 JUN 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following *Articles of Share Exchange* are submitted in accordance with s. 607.1105, Florida Statutes.

FIRST:

The attached Plan Of Share Exchange (the "Plan") was approved by each domestic corporation that is a party to the share exchange in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

SECOND:

If other than the date of filing, the effective date of the share exchange, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

THIRD:

Shareholder action was required and was approved unanimously by 100% of the shareholders of each corporation.

FOURTH:

The date(s) of adoption of the Plan by the shareholders is as follows:

84 Boat Works, Inc. Date: June 10, 2009

84 Holdings, Inc. Date: June 10, 2009

FIFTH: Signature(s) for Each Party to the Plan:

Name of Entity

Signature

Name & Title

84 Boat Works, Inc.

Edward J. Bohne, II, Pres.

84 Boat Works, Inc.

Edward J. Bohne, II, Sec.

Sole Shareholder

Edward J. Bohne, II

84 Holdings, Inc.

Edward J. Bohne, II, Pres.

84 Holdings, Inc.

Edward J. Bohne, II, Sec.

Sole Shareholder

Edward J. Bohne, II

PLAN OF SHARE EXCHANGE

FIRST:

The exact name, entity type and jurisdiction for each party to the Plan Of Share Exchange are as follows:

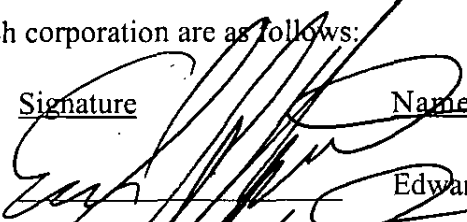


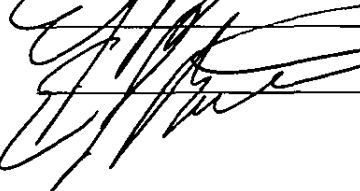
<u>Name of Entity</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
84 Boat Works, Inc.	Corporation	Florida
84 Holdings, Inc.	Corporation	Florida

SECOND:

The general terms and conditions of the Plan Of Share Exchange are as follows:

The shareholders of 84 Holdings, Inc. will transfer all of the issue and outstanding shares of 84 Holdings, Inc. to 84 Boat Works, Inc. in exchange for seventy (70) shares of 84 Boat Works, Inc.

THIRD: Signatures for each corporation are as follows:

<u>Name of Entity</u>	<u>Signature</u>	<u>Name & Title</u>
84 Boat Works, Inc.		Edward J. Bohne, II, Pres.
84 Boat Works, Inc.		Edward J. Bohne, II, Sec.
84 Holdings, Inc.		Edward J. Bohne, II, Pres.
84 Holdings, Inc.		Edward J. Bohne, II, Sec.