

P93000031288

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000188808 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

RECEIVED

05 AUG -8 AM 8:00

DIVISION OF CORPORATIONS

FILED
05 AUG -8 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Australian Gold Holdings, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger
OKG
8/8

**ARTICLES OF MERGER
OF
AUSTRALIAN GOLD YACHT CHARTERS, INC.
WITH AND INTO
AUSTRALIAN GOLD HOLDINGS, INC.**

FILED
05 AUG -8 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Australian Gold Yacht Charters, Inc., a Florida corporation (the "*Merging Corporation*"), and Australian Gold Holdings, Inc., an Indiana corporation (the "*Surviving Corporation*"), in compliance with the requirements of the Florida Business Corporation Act, as amended (the "*FBCA*"), and desiring to effect a merger of the *Merging Corporation* with and into the *Surviving Corporation*, and each acting by its respective officer, hereby set forth the following facts:

ARTICLE I.

SURVIVING CORPORATION

A. The name of the corporation surviving the merger is Australian Gold Holdings, Inc.

B. The *Surviving Corporation* is an Indiana corporation existing pursuant to the Indiana Business Corporation Law, as amended (the "*IBCL*"), and was incorporated on February 6, 1997.

ARTICLE II.

MERGING CORPORATION

A. The name of the corporation merging with and into the *Surviving Corporation* is Australian Gold Yacht Charters, Inc.

B. The *Merging Corporation* is a Florida corporation existing pursuant to the *FBCA* and was incorporated on April 26, 1993.

ARTICLE III.

PLAN OF MERGER

The Plan of Merger of the *Merging Corporation* with and into the *Surviving Corporation* (the "*Plan of Merger*") is set forth on Exhibit A attached hereto and made a part hereof.

ARTICLE IV.

MANNER OF ADOPTION AND VOTE

The manner of adoption and vote by which the *Plan of Merger* was approved by the *Merging Corporation* and the *Surviving Corporation* are as follows:

A. Approval by Merging Corporation.

1. Board of Directors and Shareholders. The *Plan of Merger* was adopted by the *Merging Corporation* by the Unanimous Joint Written Consent of the Board of Directors and shareholders executed on August 5, 2005, and signed by all directors and shareholders entitled to vote.

2. Compliance with Legal Requirements. The manner of adoption of the *Plan of Merger* constitutes full legal compliance with the provisions of the *FBCA* and the Articles of Incorporation and Bylaws of the *Merging Corporation*.

B. Approval by the Surviving Corporation.

1. Board of Directors. The *Plan of Merger* was adopted by the *Surviving Corporation* by the Unanimous Written Consent of the Board of Directors executed on August 5, 2005 and signed by all directors entitled to vote.

2. Shareholders. Pursuant to § 607.1103(7) of the *FBCA*, shareholder approval was not required for the *Plan of Merger* or these Articles of Merger.

3. Compliance with Legal Requirements. The manner of adoption of the *Plan of Merger* constitutes full legal compliance with the provisions of the *FBCA* and the *IBCL* and the Articles of Incorporation and Bylaws of the *Surviving Corporation*.

ARTICLE V.

EFFECTIVE TIME

The effective time and date of the merger hereby effectuated shall be the time and date of the filing of these Articles of Merger with the Office of the Secretary of State of the State of Florida.

[Signature Page Follows]

UCC SERVICES

Fax:8506816011

Aug 8 2005 9:11

P.04

Sent by: ETS, Inc.;

317-554-3434;

Aug-8-05 2:58PM;

Page 5/6

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as if I had signed this document under oath.

Executed on this 5th day of August, 2005.

"Merging Corporation"

AUSTRALIAN GOLD YACHT CHARTERS,
INC.

By: 
Richard A. Bell, Vice President

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as if I had signed this document under oath.

Executed on this 5th day of August, 2005.

"Surviving Corporation"

AUSTRALIAN GOLD HOLDINGS, INC.

By: 
Richard A. Bell, Treasurer

EXHIBIT A**PLAN OF MERGER**

THIS PLAN OF MERGER ("Plan") was approved (a) by Australian Gold Holdings, Inc., which is a corporation incorporated under the laws of the State of Indiana ("**AGH**"), by the Unanimous Written Consent of the Board of Directors executed on August 5, 2005, and signed by all directors entitled to vote, and (b) by Australian Gold Yacht Charters, Inc., which is a corporation incorporated under the laws of the State of Florida ("**AGYC**"), by the Unanimous Joint Written Consent of the Board of Directors and shareholders executed on August 5th, 2005 and signed by all directors and shareholders entitled to vote.

1. **AGH and AGYC** shall, pursuant to the provisions of the Florida Business Corporation Law, as amended (the "**FBCA**"), and in compliance with the Indiana Business Corporation Act, as amended (the "**IBCL**"), be merged with and into a single corporation (the "**Merger**"), whereby **AGH** shall be the surviving corporation upon the effective date of the Merger (the "**Effective Date**") and which is sometimes hereinafter referred to as the "**Surviving Corporation**," and which shall continue to exist as the **Surviving Corporation** pursuant to the provisions of the **FBCA**. The separate existence of **AGYC**, which is sometimes hereinafter referred to as the "**Merging Corporation**," shall cease upon the **Effective Date** in accordance with the provisions of the **FBCA**.

2. The Articles of Incorporation of **AGH** as in full force and effect upon the **Effective Date** shall continue to be the Articles of Incorporation of the **Surviving Corporation** and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the **IBCL**.

3. The Bylaws of **AGH** as in full force and effect upon the **Effective Date** shall continue to be the Bylaws of the **Surviving Corporation** and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the **IBCL**.

4. The directors and officers of **AGH** in office upon the **Effective Date** shall continue to be the members of the Board of Directors and the officers of the **Surviving Corporation**, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the **Surviving Corporation**.

5. On the **Effective Date**, by virtue of the **Merger** and without any action on the part of the holders thereof, all of the shares of capital stock of the **Merging Corporation** shall be cancelled and shall not represent or be converted into any equity interest in the **Surviving Corporation** or any right to cash or other property.

6. The authorized shares of the capital stock of **AGH** immediately prior to the **Effective Date** shall be the authorized shares of capital stock for the **Surviving Corporation** from and after the **Effective Date**.

7. The Board of Directors and proper officers of the *Merging Corporation* and of the *Surviving Corporation*, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this *Plan* provided for herein.

INDY 1585867v.1