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FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

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MERGER OR SHARE EXCHANGE

LEISURE BAY INDUSTRIES, INC.

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

LEISURE BAY, INC., a Florida corporation, document number P93000058996

INTO

LEISURE BAY INDUSTRIES, INC., a Florida entity, P93000058330

File date: August 20, 2001, effective August 31, 2001

Corporate Specialist: Karen Gibson

FROM: HOLLAND AND KNIGHT

FAX NO.: 4072445288

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
LEISURE BAY, INC.
WITH AND INTO
LEISURE BAY INDUSTRIES, INC.**

Pursuant to the provisions of Florida Statutes Sections 607.1104 and 607.1105, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

EFFECTIVE DATE
8-31-01

The Agreement and Plan of Merger of LEISURE BAY, INC., a Florida corporation, with and into LEISURE BAY INDUSTRIES, INC., a Florida corporation, with LEISURE BAY INDUSTRIES, INC. being the surviving corporation, is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE II - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on the 31st day of August, 2001.

ARTICLE III - SHAREHOLDER APPROVAL NOT REQUIRED

Pursuant to Florida Statutes Section 607.1104(1)(a), because LEISURE BAY INDUSTRIES, INC. is the sole shareholder of LEISURE BAY, INC., shareholder approval is not required for the merger of LEISURE BAY, INC. with and into LEISURE BAY INDUSTRIES, INC.

ARTICLE IV - ADOPTION OF PLAN OF MERGER

Pursuant to Florida Statutes Section 607.1104, the Agreement and Plan of Merger was approved and adopted by the directors of LEISURE BAY INDUSTRIES, INC. by unanimous written consent dated the 15th day of August, 2001.

Dated this 15th day of August, 2001.

LEISURE BAY INDUSTRIES, INC.

By: [Signature]
David R. Doebler, President

Attest: [Signature]
Jack Hiatt, Secretary
ORL1 #608525 M

LEISURE BAY, INC.

By: [Signature]
David R. Doebler, President

Attest: [Signature]
Jack Hiatt, Secretary

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**LEISURE BAY INDUSTRIES, INC.
AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is made and entered into by and among Leisure Bay Industries Inc., a Florida corporation (the "Surviving Corporation"), and Leisure Bay, Inc., a Florida corporation (the "Disappearing Corporation") pursuant to Section 607.1104 of the Florida Statutes.

Background Information

- A. The Disappearing Corporation is currently a wholly-owned subsidiary of the Surviving Corporation.
- B. The Surviving Corporation desires to reorganize its corporate structure, and in connection therewith, has approved the merger of the Disappearing Corporation with and into the Surviving Corporation.
- C. The Surviving Corporation desires to have the Disappearing Corporation merge with and into it, and the Disappearing Corporation desires to merge with and into the Surviving Corporation, all in accordance with Florida Statutes Section 607.1104 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

Agreement

- 1. **Merger.** In accordance with Florida Statutes Section 607.1104 and Section 368(a)(1)(A) of the Code, the Disappearing Corporation shall merge with and into the Surviving Corporation as of the Effective Date of the Merger (as defined in Section 6 below).
- 2. **Effect of Merger.** Upon the consummation of the merger of the Disappearing Corporation with and into the Surviving Corporation, the separate existence of the Disappearing Corporation shall cease. Leisure Bay Industries, Inc., as the Surviving Corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interest, rights, privileges, powers and franchises of the Surviving Corporation shall not be affected by the merger, and upon the merger, the Surviving Corporation shall own and possess all the property of every description, real or personal, and all interest, rights, privileges, powers and franchises of the Disappearing Corporation prior to the merger as provided in Florida Statutes Section 607.1106. Further, as provided in Florida Statutes Section 607.1106, all rights of creditors and any person or persons dealing with the Disappearing Corporation shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Disappearing Corporation shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Disappearing Corporation shall henceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such obligations or duties had been incurred by

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the Surviving Corporation. Additionally, any existing claim, action or proceeding by or against the Disappearing Corporation or the Surviving Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in such proceedings for the Disappearing Corporation.

3. **Manner of Conversion of Common Stock.**

(a) On the Effective Date of the Merger, each share of common and preferred stock of the Surviving Corporation issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) All shares of common and preferred stock of the Disappearing Corporation shall be surrendered, delivered and canceled on the Effective Date of the Merger, and no additional shares of common or preferred stock of the Surviving Corporation shall be issued as a result of the merger.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date of the Merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of the Surviving Corporation.

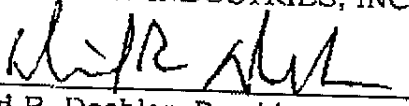
5. **Bylaws.** The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of the Surviving Corporation.

6. **Dissenter's Rights.** Shareholders of the Disappearing Corporation who, except for the applicability of Florida Statutes Section 607.1104, would be entitled to vote on the merger and who dissent from the merger pursuant to Florida Statutes Section 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

7. **Effective Date.** The effective date of the merger (the "Effective Date of the Merger") shall be the close of business on Friday, August 31, 2001.

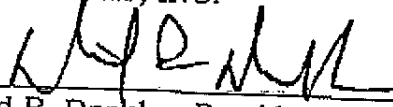
IN WITNESS WHEREOF, the parties have executed and delivered this Agreement, which shall be effective as of the close of business on the 31st day of August, 2001.

LEISURE BAY INDUSTRIES, INC.

By: 
David R. Doeblor, President

Attest: 
Jack Hiatt, Secretary

LEISURE BAY, INC.

By: 
David R. Doeblor, President

Attest: 
Jack Hiatt, Secretary