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08-30-01 12:27P P.03

ATT: SUSAN
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Florida Department of State
Division of Corporations
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BASIC AMENDMENT
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Amend
Abandonment of merger
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FAX NO.: 4072445288

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TALLAHASSEE, FLORIDA

Abandonment of Merger

**Leisure Bay Industries, Inc.
Leisure Bay, Inc.**

August 29, 2001

This Abandonment of Merger is made and entered into by and between Leisure Bay Industries, Inc., a Florida corporation (the "Company"), and Leisure Bay, Inc., a Florida corporation that is 100% owned by the Company (the "Subsidiary"), pursuant to Section 607.1103 of the Florida Statutes.

Background Information

A. The Company and Subsidiary filed Articles of Merger on August 20, 2001, pursuant to which the Subsidiary was to merge with and into the Company, with the Company being the surviving corporation (the "Merger").

B. The Articles of Merger provide for the effective date of the Merger to be as of the close of business on the August 31, 2001 (the "Effective Date").

C. The shareholders and the Board of Directors of the Company, and the shareholders and Board of Directors of the Subsidiary, all have decided to abandon the Merger prior to the Effective Date, have authorized and directed Jack R. Hiatt (the Vice President and Secretary of both corporations) to execute and file this Abandonment of Merger, and have executed written consents and passed resolutions to that effect.

Agreement

1. **Abandonment of Merger.** Pursuant to Section 607.1103(9), Florida Statutes, the Company and Subsidiary hereby abandon the Merger of the Subsidiary with and into the Company, effective this August 29, 2001. The Company and the Subsidiary shall continue to exist as separate corporations after August 31, 2001, as a result of this action.

2. **Further Action.** The Company and Subsidiary agree that each of them shall carry out and fulfill the purposes and intent of this Abandonment of Merger by taking all necessary actions including, but not limited to, the filing of such additional documents and instruments as may be required by the State of Florida to finalize this Abandonment of the Merger.

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IN WITNESS WHEREOF, the Company and the Subsidiary have executed this Abandonment of Merger as of August 29, 2001.

"Company"

LEISURE BAY INDUSTRIES, INC.

By: 

Jack R. Hiatt

Vice President and Secretary

"Subsidiary"

LEISURE BAY, INC.

By: 

Jack R. Hiatt

Vice President and Secretary

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