

# P93000058996

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

RECEIVED  
98 AUG 28 AM 10:22  
DIVISION OF CORPORATION

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- # H88211 # P94000026878 # M66111  
(Corporation Name) (Document #)
- # V42793 # J45102 # J86792  
(Corporation Name) (Document #)
- # J45101 # K93964 # S21079  
(Corporation Name) (Document #)
- # P94000036588 # P95000093833 # P96000002998  
(Corporation Name) (Document #)

See attached  
1/3/99

- ☐ Walk-in ☒ Pick up time \_\_\_\_\_  
☐ Mail out ☐ Will wait ☐ Photocopy

- ☐ Certified Copy ☐ Certificate of Status

FILED  
98 AUG 28 PM 06:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Leisure Bay, Inc.*  
# P93000058996  
(Surviving Corp.)

EFFECTIVE DATE  
8-31-98

000002627390--4  
-08/28/98--01004--027  
\*\*\*1000.00 \*\*\*1000.00

000002627390--4  
-08/28/98--01004--028  
\*\*\*\*120.00 \*\*\*\*120.00

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Amendment                              |
| <input type="checkbox"/>            | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/>            | Change of Registered Agent             |
| <input type="checkbox"/>            | Dissolution/Withdrawal                 |
| <input checked="" type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

Examiner's Initials

*De 8/28*

Florida Division of Corporations  
Public Access

☐ Corporation / Trademark Name

☐ Officer / Registered Agent Name

☐ Registered Agent Name

☐ Trademark Owner Name

☐ FEI Number

☐ Document Number

☐ Trademark Name

Search String:

HomePage

Corporate Inquiry Menu:  
Please select an inquiry type from the list below, then enter a search key in the search field. Press **SEARCH** to begin the search.

8/28/98

FLORIDA DIVISION OF CORPORATIONS

9:25 AM

1. F01657

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

2. P940000010015

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

3. P930000010006

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

4. P930000010015

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

5. P930000010016

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

6. P930000059006

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ST. PETERSBURG, INC.

7. P940000010015

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

8. P940000010016

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

9. P940000010017

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.

10. P940000056562

NAME HS

RECREATIONAL FACTORY WAREHOUSE OF TENNESSEE, INC.

11. P940000056552

INACT/UA

RECREATIONAL FACTORY WAREHOUSE OF VIRGINIA, INC.

12. 493012

INACT

RECREATIONAL FISHING, INC.

13. N97000001005

ACT


RECREATIONAL GOLF ASSOCIATION, INC.

--- THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTIONS OR CONFLICT ---

Next Page

Prev Page

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|---|--|--|---|
| <b>Florida Division of Corporations Public Access</b>   |  | <b>Corporate Inquiry Menu:</b><br>Please select an inquiry type from the list below, then enter a search key in the search field. Press <b>SEARCH</b> to begin the search.   |   |
| <b>Inquiry by:</b><br><input type="radio"/> Corporation / Trademark Name<br><input type="radio"/> Officer / Registered Agent Name<br><input type="radio"/> Registered Agent Name<br><input type="radio"/> Trademark Owner Name<br><input type="radio"/> FEI Number<br><input type="radio"/> Document Number<br><input type="radio"/> Trademark Name |  | <b>8/28/98</b>   | <b>FLORIDA DIVISION OF CORPORATIONS</b><br><b>9:26 AM</b> |
| <b>Search String:</b><br><input type="text"/>   |  | <div>1. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>2. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>3. <b>P94000056562</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>4. <b>P93000059013</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>5. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>6. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>7. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>8. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>9. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>10. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>11. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> <div>12. <b>P93000059010</b> ACT <b>RECREATIONAL FACTORY WAREHOUSE OF KNOXVILLE, INC.</b></div> |   |
| <div> <a href="#">HomePage</a></div>   |  | --- THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTIONS OR CONFLICT ---<br><a href="#">Next Page</a> <a href="#">Prev Page</a>   |   |

# HOLLAND & KNIGHT~MAGUIRE VOORHIS & WELLS

A Law Office of HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600  
Orlando, Florida 23801

407-245-8500  
FAX 407-244-5288  
<http://www.hklaw.com>

Direct Dial  
407-244-5280  
Internet E-mail  
[mspear@hklaw.com](mailto:mspear@hklaw.com)

## VIA COURIER

August 27, 1998

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

Subject: Merger with and into Leisure Bay, Inc., as Surviving Corporation

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original and one photocopy of Articles of Merger (with Plan of Merger attached); and
2. Two checks totaling \$1,120.00 in payment of the filing fee of \$35.00 for each corporation.

Please file the original, date-stamp the photocopy with the filing information, and return the photocopy to our messenger.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



Mrs. Marlis J. Spear  
Legal Assistant

/mjs

cc: Jay Van Heyde, Esq.

### HOLLAND & KNIGHT LLP / Office Locations

Atlanta • Boca Raton • Fort Lauderdale • Jacksonville • Lakeland • Melbourne • Mexico City • Miami • New York  
Northern Virginia • Orlando • San Francisco • St. Petersburg • Tallahassee • Tampa • Washington, D.C. • West Palm Beach

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

UNITED LEISURE, MARKETING, INC., H88211, LEISURE BAY TOOLS, INC.,  
V42793, LEISURE BAY DISTRIBUTION, INC., J45101, ATLANTIC  
DISTRIBUTION CENTER, I

NC., P96000028282, WEST FLORIDA DISTRIBUTION CENTER, INC.,  
P94000026878, RECREATIONAL FACTORY WAREHOUSE OF BIRMINGHAM,  
INC., J45102, RECREATIONAL

FACTORY WAREHOUSE OF CHARLOTTE, INC., K93964, RECREATIONAL  
FACTORY WAREHOUSE OF COLUMBIA, INC., P95000093833,  
RECREATIONAL FACTORY WAREHOUSE OF DA

YTONA, INC., M66111, RECREATIONAL FACTORY WAREHOUSE OF FT.  
LAUDERDALE, INC., J86792, RECREATIONAL FACTORY WAREHOUSE OF  
FT. MYERS, INC., S21079, RE

CREATIONAL FACTORY WAREHOUSE OF GREENSBORO, INC.,  
P96000002998, RECREATIONAL FACTORY WAREHOUSE OF GREENVILLE,  
INC., P93000031914, RECREATIONAL FAC

TORY WAREHOUSE OF JACKSONVILLE, INC., H33002, RECREATIONAL  
FACTORY WAREHOUSE OF JONESBORO, INC., P93000059010,  
RECREATIONAL FACTORY WAREHOUSE OF L

AKELAND, INC., P93000059013, RECREATIONAL FACTORY WAREHOUSE  
OF LONGWOOD, INC., F01657, RECREATIONAL FACTORY WAREHOUSE  
OF LOUISIANA, INC., P9400005

6568, RECREATIONAL FACTORY WAREHOUSE OF MACON, INC.,  
P950000733883, RECREATIONAL FACTORY WAREHOUSE OF MARIETTA,  
INC., P93000059001, RECREATIONAL F

ACTORY WAREHOUSE OF MELBOURNE, INC., P93000059017,  
RECREATIONAL FACTORY WAREHOUSE OF MIAMI, INC., L99096,

RECREATIONAL FACTORY WAREHOUSE OF NORCROSS, INC., H88216, RECREATIONAL  
FACTORY WAREHOUSE OF OKLAHOMA, INC., P94000056566, RECREATIONAL FACTORY  
WAREHOUSE OF ORLANDO, INC., P94000010915, RECREATIONAL FACTORY WAREHOUSE  
OF PINELLAS PARK, INC., P93000059006, RECREATIONAL FACTORY WAREHOUSE OF  
RALEIGH, INC., P96000002553, RECREATIONAL FACTORY WAREHOUSE OF SARASOTA,  
INC., P93000060910, RECREATIONAL FACTORY WAREHOUSE OF TALLAHASSEE, INC.,  
P93000065937, RECREATIONAL FACTORY WAREHOUSE OF TAMPA, INC., 639317,  
RECREATIONAL FACOTRY WAREHOUSE OF TEXAS, INC., P94000056558, ALL FLORIDA  
CORPORATIONS.

INTO

LEISURE BAY, INC., a Florida corporation, P93000058996

FILE DATE: AUGUST 28, 1998, EFFECTIVE AUGUST 31, 1998  
CORPORATE SPECIALIST: TERESA BROWN

EFFECTIVE DATE  
8-31-98

FILED  
98 AUG 28 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

UNITED LEISURE MARKETING, INC.  
LEISURE BAY TOOLS, INC.  
LEISURE BAY DISTRIBUTING, INC.,  
ATLANTA DISTRIBUTION CENTER, INC.  
WEST FLORIDA DISTRIBUTION CENTER, INC.  
RECREATIONAL FACTORY WAREHOUSE OF BIRMINGHAM, INC.  
RECREATIONAL FACTORY WAREHOUSE OF CHARLOTTE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF COLUMBIA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF DAYTONA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF FT. LAUDERDALE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF FT. MYERS, INC.  
RECREATIONAL FACTORY WAREHOUSE OF GREENSBORO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF GREENVILLE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF JACKSONVILLE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF JONESBORO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LAKE LAND, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LONGWOOD, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LOUISIANA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MACON, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MARIETTA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MELBOURNE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MIAMI, INC.  
RECREATIONAL FACTORY WAREHOUSE OF NORCROSS, INC.  
RECREATIONAL FACTORY WAREHOUSE OF OKLAHOMA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF PINELLAS PARK, INC.  
RECREATIONAL FACTORY WAREHOUSE OF RALEIGH, INC.  
RECREATIONAL FACTORY WAREHOUSE OF SARASOTA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TALLAHASSEE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TAMPA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TEXAS, INC.

WITH AND INTO

LEISURE BAY, INC.

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

#### ARTICLE I - PLAN OF MERGER

The Plan of Merger of UNITED LEISURE MARKETING, INC., LEISURE BAY TOOLS, INC., LEISURE BAY DISTRIBUTING, INC., ATLANTA DISTRIBUTION CENTER, INC., WEST FLORIDA DISTRIBUTION CENTER, INC., RECREATIONAL FACTORY WAREHOUSE OF BIRMINGHAM, INC., RECREATIONAL FACTORY WAREHOUSE OF CHARLOTTE, INC., RECREATIONAL FACTORY WAREHOUSE OF COLUMBIA, INC., RECREATIONAL FACTORY WAREHOUSE OF DAYTONA, INC., RECREATIONAL FACTORY WAREHOUSE OF FT. LAUDERDALE, INC., RECREATIONAL FACTORY WAREHOUSE OF FT. MYERS, INC., RECREATIONAL FACTORY WAREHOUSE OF GREENSBORO, INC., RECREATIONAL FACTORY WAREHOUSE OF GREENVILLE, INC., RECREATIONAL FACTORY WAREHOUSE OF JACKSONVILLE, INC., RECREATIONAL FACTORY WAREHOUSE OF JONESBORO, INC., RECREATIONAL FACTORY WAREHOUSE OF LAKE LAND, INC., RECREATIONAL FACTORY WAREHOUSE OF LONGWOOD, INC., RECREATIONAL FACTORY WAREHOUSE OF LOUISIANA, INC., RECREATIONAL FACTORY WAREHOUSE OF MACON, INC., RECREATIONAL FACTORY WAREHOUSE OF MARIETTA, INC., RECREATIONAL FACTORY WAREHOUSE OF MELBOURNE, INC., RECREATIONAL FACTORY WAREHOUSE OF MIAMI, INC., RECREATIONAL FACTORY WAREHOUSE OF NORCROSS, INC., RECREATIONAL FACTORY WAREHOUSE OF OKLAHOMA, INC., RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC., RECREATIONAL FACTORY WAREHOUSE OF PINELLAS PARK, INC., RECREATIONAL FACTORY WAREHOUSE OF RALEIGH, INC., RECREATIONAL FACTORY WAREHOUSE OF SARASOTA, INC., RECREATIONAL FACTORY WAREHOUSE OF TALLAHASSEE, INC., RECREATIONAL FACTORY WAREHOUSE OF TAMPA, INC., and RECREATIONAL FACTORY WAREHOUSE OF TEXAS, all of which are Florida corporations, with and into LEISURE BAY, INC., a Florida corporation, with LEISURE BAY, INC. being the surviving corporation, is attached hereto as Exhibit "A" and incorporated herein by reference.

#### ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated the 27th day of August, 1998.

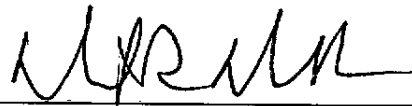


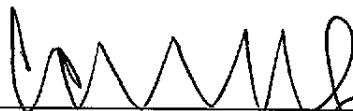
ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on the 31st day of August, 1998.

Dated this 27th day of August, 1998.

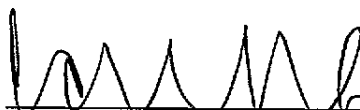
UNITED LEISURE MARKETING, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

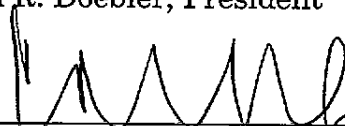
LEISURE BAY TOOLS, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

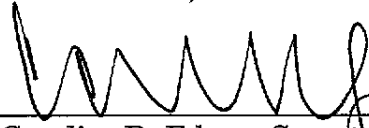
LEISURE BAY DISTRIBUTING, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

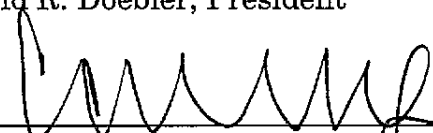
ATLANTA DISTRIBUTION CENTER, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

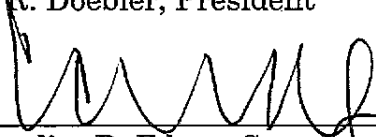
WEST FLORIDA DISTRIBUTION  
CENTER, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

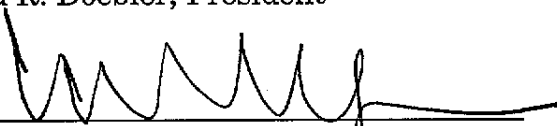
RECREATIONAL FACTORY WAREHOUSE  
OF BIRMINGHAM, INC.

By:   
David R. Doebler, President

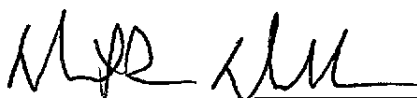
Attest:   
Candice B. Edgar, Secretary

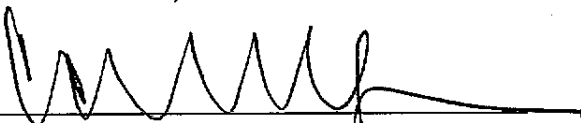
RECREATIONAL FACTORY WAREHOUSE  
OF CHARLOTTE, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

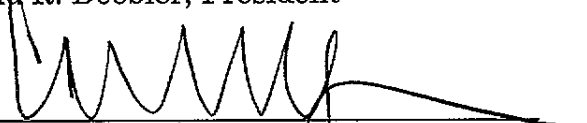
RECREATIONAL FACTORY WAREHOUSE  
OF COLUMBIA, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

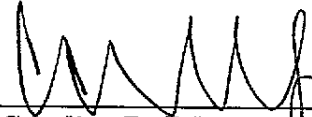
RECREATIONAL FACTORY WAREHOUSE  
OF DAYTONA, INC.

By:   
David R. Doebler, President


Attest:   
Candice B. Edgar, Secretary

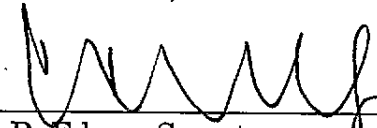
RECREATIONAL FACTORY WAREHOUSE  
OF FT. LAUDERDALE, INC.

By:   
David R. Doeblner, President


Attest:   
Candice B. Edgar, Secretary

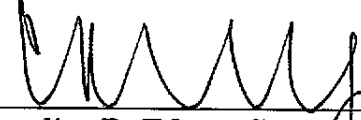
RECREATIONAL FACTORY WAREHOUSE  
OF FT. MYERS, INC.

By:   
David R. Doeblner, President

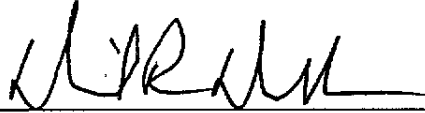
Attest:   
Candice B. Edgar, Secretary

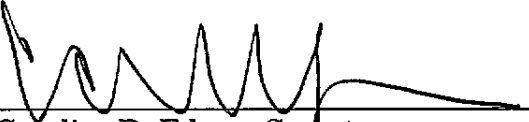
RECREATIONAL FACTORY WAREHOUSE  
OF GREENSBORO, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

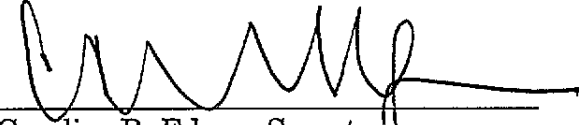
RECREATIONAL FACTORY WAREHOUSE  
OF GREENVILLE, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

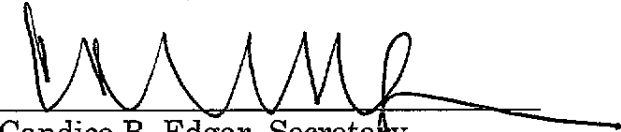
RECREATIONAL FACTORY WAREHOUSE  
OF JACKSONVILLE, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

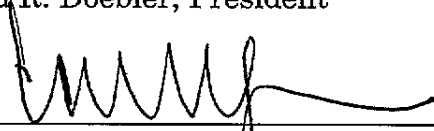
RECREATIONAL FACTORY WAREHOUSE  
OF JONESBORO, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

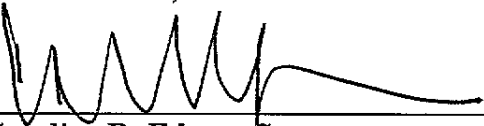
RECREATIONAL FACTORY WAREHOUSE  
OF LAKELAND, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

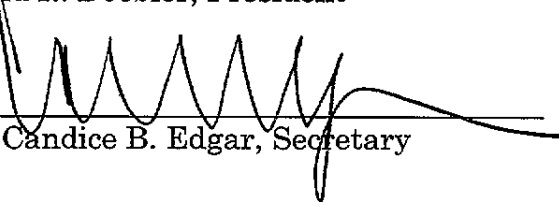
RECREATIONAL FACTORY WAREHOUSE  
OF LONGWOOD, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

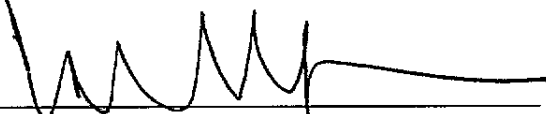
RECREATIONAL FACTORY WAREHOUSE  
OF LOUISIANA, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

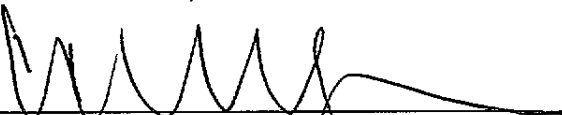
RECREATIONAL FACTORY WAREHOUSE  
OF MACON, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

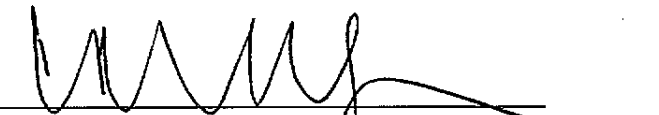
RECREATIONAL FACTORY WAREHOUSE  
OF MARIETTA, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

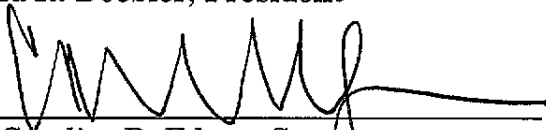
RECREATIONAL FACTORY WAREHOUSE  
OF MELBOURNE, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

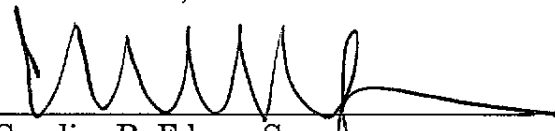
RECREATIONAL FACTORY WAREHOUSE  
OF MIAMI, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary

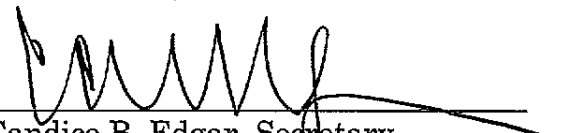
RECREATIONAL FACTORY WAREHOUSE  
OF NORCROSS, INC.

By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary


RECREATIONAL FACTORY WAREHOUSE  
OF OKLAHOMA, INC.

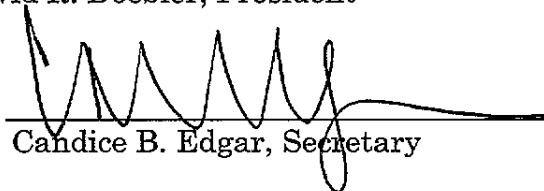
By:   
David R. Doebler, President

Attest:   
Candice B. Edgar, Secretary



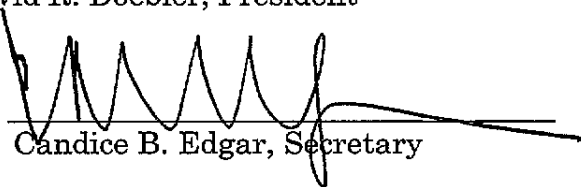
RECREATIONAL FACTORY WAREHOUSE  
OF ORLANDO, INC.

By:   
David R. Doeblar, President

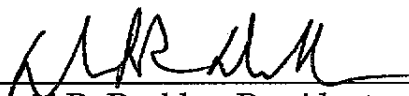
Attest:   
Candice B. Edgar, Secretary

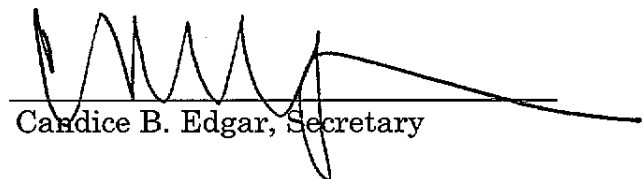
RECREATIONAL FACTORY WAREHOUSE  
OF PINELLAS PARK, INC.

By:   
David R. Doeblar, President

Attest:   
Candice B. Edgar, Secretary

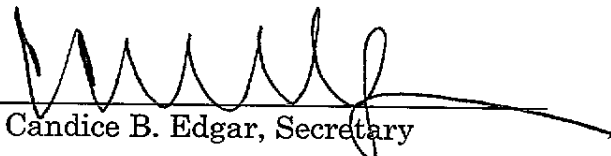
RECREATIONAL FACTORY WAREHOUSE  
OF RALEIGH, INC.

By:   
David R. Doeblar, President

Attest:   
Candice B. Edgar, Secretary

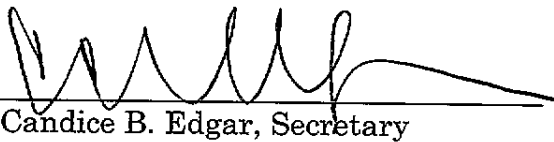
RECREATIONAL FACTORY WAREHOUSE  
OF SARASOTA, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

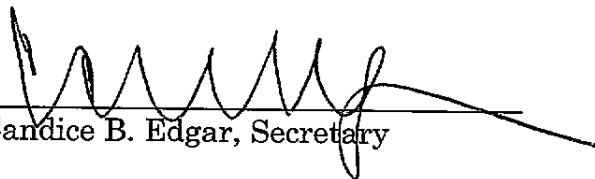
RECREATIONAL FACTORY WAREHOUSE  
OF TALLAHASSEE, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

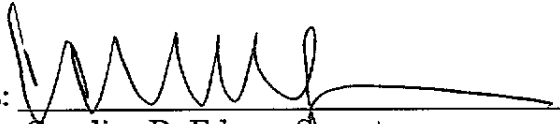
RECREATIONAL FACTORY WAREHOUSE  
OF TAMPA, INC.

By:   
David R. Doeblner, President

Attest:   
Candice B. Edgar, Secretary

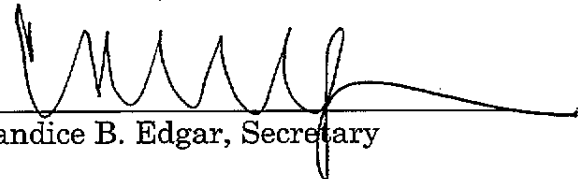
RECREATIONAL FACTORY WAREHOUSE  
OF TEXAS, INC.

By:   
David R. Doebl, President

Attest:   
Candice B. Edgar, Secretary

LEISURE BAY, INC.

By:   
David R. Doebl, President

Attest:   
Candice B. Edgar, Secretary

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

This Agreement and Plan of Merger (the "Agreement") is made and entered into August 27, 1998 by and among Leisure Bay Inc., a Florida corporation formerly known as United Leisure Administrative Services, Inc. (the "Surviving Corporation") and the corporations listed in Exhibit 1 (collectively, the "Disappearing Corporations"), all of which are within the controlled group of corporations of Leisure Bay Industries, Inc.

**Background Information**

A. All of the Disappearing Corporations currently are first tier or second tier subsidiaries of Leisure Bay Industries, Inc., a Florida corporation (the "Parent").

B. The Parent desires to reorganize its corporate structure, and in connection therewith, has approved the merger of the corporations that are parties to this Agreement.

C. The Surviving Corporation desires to have the Disappearing Corporations merge with and into it, and the Disappearing Corporations desire to merge with and into the Surviving Corporation, all in accordance with Florida Statutes Section 607.1101 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 607.1101 and Section 368(a)(1)(A) of the Code, the Disappearing Corporations 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 Corporations with and into the Surviving Corporation, the separate existence of the Disappearing Corporations shall cease. Leisure Bay, 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, without further act or deed and without reversion or impairment, shall own and

possess all the property of every description, real or personal, and all interest, rights, privileges, powers and franchises of the Disappearing Corporations 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 Corporations shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Disappearing Corporations shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Disappearing Corporations 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 the Surviving Corporation. Additionally, any existing claim, action or proceeding by or against the Disappearing Corporations 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 Corporations.

3. Manner of Conversion of Common Stock

(a) On the Effective Date of the Merger, each share of common 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) Except with respect to the shares of common stock of Recreational Factory Warehouse of Ft. Myers, Inc. and Recreational Factory Warehouse of Sarasota, Inc. which are owned by Gary Doeblor, all shares of common stock of the Disappearing Corporations shall be surrendered, delivered and canceled on the Effective Date of the Merger, and no additional shares of common stock of the Surviving Corporation shall be issued as a result of the merger.

(c) Notwithstanding the foregoing, on the Effective Date of the Merger, Gary Doeblor's shares of common stock in Recreational Factory Warehouse of Ft. Myers, Inc. and Recreational Factory Warehouse of Sarasota, Inc. shall be converted into one hundred (100) shares of newly issued common stock of Leisure Bay, Inc., and Gary Doeblor shall surrender and deliver such share certificates to the Surviving Corporation for cancellation. In accordance with Florida Statutes Section 607.1104, Gary Doeblor shall have the right to be paid the fair value for his shares provided he otherwise meets the requirements of such section.

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. Effective Date. The effective date of the merger (the "Effective Date of the Merger") shall be the close of business on Monday, August 31, 1998.

EXHIBIT "I"

THE DISAPPEARING CORPORATIONS

UNITED LEISURE MARKETING, INC.  
LEISURE BAY TOOLS, INC.  
LEISURE BAY DISTRIBUTING, INC.,  
ATLANTA DISTRIBUTION CENTER, INC.  
WEST FLORIDA DISTRIBUTION CENTER, INC.  
RECREATIONAL FACTORY WAREHOUSE OF BIRMINGHAM, INC.  
RECREATIONAL FACTORY WAREHOUSE OF CHARLOTTE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF COLUMBIA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF DAYTONA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF FT. LAUDERDALE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF FT. MYERS, INC.  
RECREATIONAL FACTORY WAREHOUSE OF GREENSBORO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF GREENVILLE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF JACKSONVILLE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF JONESBORO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LAKE LAND, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LONGWOOD, INC.  
RECREATIONAL FACTORY WAREHOUSE OF LOUISIANA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MACON, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MARIETTA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MELBOURNE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF MIAMI, INC.  
RECREATIONAL FACTORY WAREHOUSE OF NORCROSS, INC.  
RECREATIONAL FACTORY WAREHOUSE OF OKLAHOMA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF ORLANDO, INC.  
RECREATIONAL FACTORY WAREHOUSE OF PINELLAS PARK, INC.  
RECREATIONAL FACTORY WAREHOUSE OF RALEIGH, INC.  
RECREATIONAL FACTORY WAREHOUSE OF SARASOTA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TALLAHASSEE, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TAMPA, INC.  
RECREATIONAL FACTORY WAREHOUSE OF TEXAS, INC.