ARTICLES OF MERGER
Merger Sheet

MERGING:

1000026635131--1

UNITED LEISURE, MARKETING, INC., H88211, LEISURE BAY TOOLS, INC., V42793, LEISURE BAY DISTRIBUTIONG, 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