

P94000030472

SNED, PRUITT, D'ANGIO & TUCKER, P.A.

218 DATURA STREET

POST OFFICE BOX 3746

WEST PALM BEACH, FLORIDA 33402

TELEPHONE (561) 655-8631

TELECOPIER (561) 655-1640

ROBERT A. D'ANGIO, JR.

WILLIAM E. PRUITT*

WILLIAM H. PRUITT

WILLIAM H. SNED, JR.

JOAN B. TUCKER

H. LAURENCE COOPER, JR.

OF COUNSEL

*BOARD CERTIFIED CIVIL TRIAL LAWYER

SUITE 400, FLAGLER TOWER
505 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FL 33401
TELEPHONE (561) 655-8080
TELECOPIER (561) 655-4134

September 9, 1999

Division of Corporations
Dept. of State
P. O Box 6327
Tallahassee, FL 32301

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-09/30/99--01047--018
*****70.00 *****70.00

Re: Galley Maid Marine Products, Inc.
A.D.R. Incorporated

Gentlemen:

Enclosed please find the original Plan of Merger (Articles of Merger) with regard to the above corporations along with a check in the amount of \$70.00 for the applicable filing fee.

Thank you for your cooperation in this matter.

Very truly yours,

SNED, PRUITT, D'ANGIO & TUCKER, P.A.

By

William H. Pruitt

WHP/cs
Enclosures

Merger

V. SHEPARD DEC 9 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

A.D.R. INCORPORATED, a Florida corporation, 400908

INTO

GALLEY MAID MARINE PRODUCTS, INC., a Florida entity, P94000030472.

File date: December 7, 1999

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 7, 1999

WILLIAM H. PRUITT
POST OFFICE BOX 3746
WEST PALM BEACH, FL 33402

SUBJECT: GALLEY MAID MARINE PRODUCTS, INC.
Ref. Number: P94000030472

We have received your document for GALLEY MAID MARINE PRODUCTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger document must also contain the Articles of Merger.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 599A00048591

Rec'd 12/7

LAW OFFICES
SNED, PRUITT, D'ANGIO & TUCKER, P.A.

218 DATURA STREET

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TELEPHONE (561) 655-8631

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*BOARD CERTIFIED CIVIL TRIAL LAWYER

SUITE 400, FLAGLER TOWER

505 SOUTH FLAGLER DRIVE

WEST PALM BEACH, FL 33401

TELEPHONE (561) 655-8080

TELECOPIER (561) 655-4134

December 6, 1999

Velma Shepard
Corporate Specialist
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O Box 6327
Tallahassee, FL 32314

VIA: OVERNIGHT MAIL

Re: Galley Maid Marine Products, Inc.
Reference Number: P94000030472

Dear Ms. Shepard:

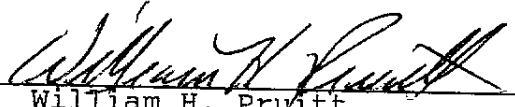
Enclosed please find original Plan of Merger and original Articles of Merger with regard to the above referenced matter. Also, enclosed please find a copy of your letter number 599A00048591 with regard to same.

Thank you for your cooperation in this matter.

Very truly yours,

SNED, PRUITT, D'ANGIO & TUCKER, P.A.

BY


William H. Pruitt

WHP/cs
Enclosures

Rec'd 12/7

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

GALLEY MAID MARINE PRODUCTS, INC.

STATE OF FLORIDA

FILED
99 DEC -7 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

A.D.R. INCORPORATED

STATE OF FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
AUGUST 1, 1999 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
AUGUST 1, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

GALLEY MAID MARINE
PRODUCTS, INC.

Elaine S. Jessell

ELAINE S. JESSELL
PRESIDENT

A.D.R. INCORPORATED

Elaine S. Jessell

ELAINE S. JESSELL
PRESIDENT

PLAN OF MERGER

Plan of merger dated August 1, 1999, between GALLEY MAID MARINE PRODUCTS, INC. referred to as the surviving corporation, and A.D.R. INCORPORATED, referred to as the absorbed corporation.

STIPULATIONS

A. GALLEY MAID MARINE PRODUCTS, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 4348 Westroads Drive, West Palm Beach, Florida 33407.

B. GALLEY MAID MARINE PRODUCTS, INC. has ONE HUNDRED (100) authorized shares at no par value of common stock, of which ONE HUNDRED (100) shares are issued and outstanding. The authorized number of shares will be increased to TWO HUNDRED (200) shares prior to the effective date of the merger.

C. A.D.R. INCORPORATED is a corporation organized and existing under the laws of the State of Florida with its principal office at 4348 Westroads Drive, West Palm Beach, Florida 33407.

D. A.D.R. INCORPORATED has ONE HUNDRED (100) authorized shares at no Par Value of common stock of which ONE HUNDRED (100) shares are issued and outstanding.

E. The boards of directors of the constituent corporation deem it desirable and in the best business interests of the corporations and their shareholders that A.D.R. INCORPORATED be merged into GALLEY MAID MARINE PRODUCTS, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a

"reorganization" within the meaning of Section 368[a][1][A] of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. A.D.R. INCORPORATED shall merge with and into GALLEY MAID MARINE PRODUCTS, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, mixed of the absorbed corporation, without the necessity of any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the common stock of A.D.R. INCORPORATED issued and outstanding on the effective date of the merger shall be converted into One (1) share of common stock of GALLEY MAID MARINE PRODUCTS, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effective as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation].

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation GALLEY MAID MARINE PRODUCTS, INC. shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation GALLEY MAID MARINE PRODUCTS, INC. shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation GALLEY MAID MARINE PRODUCTS, INC. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the state of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporation in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 31, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before August 31, 1999; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Clairie S. Jessell
PRESIDENT - A.D.R. INCORPORATED

Attested by: Laura M. Jimenez
SECRETARY

(Corporate seal)

Clairie S. Jessell
PRESIDENT - GALLEY MAID MARINE
PRODUCTS, INC.

Attested by: Laura M. Jimenez
SECRETARY

(Corporate seal)

c.galleyma.mer