

P 94000032647

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 12/29

Corporation(s) Name

Alliance Excel Acquisition Corp

Merging into

Paradise Marine of Melbourne, Inc.

☐ Profit

☐ Amendment

☒ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution

☐ Mark

☐ LLC

☐ Withdrawal

☐ Limited Partnership

☐ UBR

☐ Other

☐ Reinstatement

☐ Fictitious Name

☐ Ch. RA

☐ UCC ☐ 1 or ☐ 3

*****Special Instructions****

100003517331--8

-01/02/01--01002--003

*****70.00 *****70.00

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

Merger
1-2-01
BDS

**Please Return Filed Stamped
Copies To:**

Carol Clark

Thank You!

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

ALLIANCE EXCEL ACQUISITION CORP., a Delaware corporation not qualified
in Florida

INTO

PARADISE MARINE OF MELBOURNE, INC., a Florida entity, P94000032647.

File date: December 29, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Paradise Marine of Melbourne, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Paradise Marine of Melbourne, Inc.	Florida
Alliance Excel Acquisition Corp.	Delaware

FILED
00 DEC 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, 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.

FIFTH: Adoption of Merger by surviving corporation:

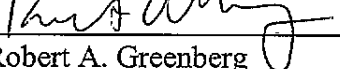
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2000.

SIXTH: Adoption of Merger by merging corporations:

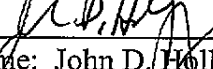
The Plan of Merger was adopted by the shareholders of the merging corporations on December 28, 2000.

SIGNATURES FOR EACH CORPORATION

PARADISE MARINE OF MELBOURNE,
INC., a Florida corporation

By: 
Name: Robert A. Greenberg
Title: President

ALLIANCE EXCEL
ACQUISITION CORP., a
Delaware corporation

By: 
Name: John D. Hollyday
Title: Vice President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Paradise Marine of Melbourne, Inc.	Florida

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Paradise Marine of Melbourne, Inc.	Florida
Alliance Excel Acquisition Corp.	Delaware

THIRD: The terms and conditions of the merger are as follows:

Upon completion of the merger, the surviving party shall adopt bylaws in substantially the same form as the bylaws of Alliance Excel Acquisition Corp.

FOURTH:

- A. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effective date of the merger, the shares of stock of each shareholder of a merging party shall be converted into the common shares of stock of Alliance Holdings, Inc., a Pennsylvania corporation, having an equivalent value.

- B. The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Not applicable.

FIFTH: The Articles of Incorporation of Paradise Marine of Melbourne, Inc. shall be the Articles of Incorporation of the surviving corporation.