

P94000041154

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

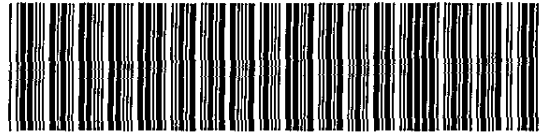
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF FLORIDA
TALLAHASSEE

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03 FEB 28 PM 4:26
STATE OF FLORIDA
TALLAHASSEE

APR
2/28/03

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DAY SAIL LEASING COMPANY, a Florida corporation P94000062068

INTO

DAY SAIL CHARTERS, INC., a Florida entity, P94000041154.

File date: February 28, 2003

Corporate Specialist: Annette Ramsey



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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February 28, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
Day Sail Leasing Company into Day Sail Charters, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA 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 Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF DAY SAIL LEASING COMPANY
WITH AND INTO
DAY SAIL CHARTERS, INC.

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SOUTH FLORIDA STATE
TALLAHASSEE, FLORIDA

In accordance with section 607.1105 of the Florida Business Corporation Act, DAY SAIL CHARTERS, INC., a Florida corporation ("Acquiring Corporation") and DAY SAIL LEASING COMPANY, a Florida corporation ("Target Corporation"), jointly referred to hereinafter as the merging corporations, hereby adopt the following Articles of Merger:

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

A. On the "Effective Date" of the Merger (as defined in paragraph E hereof), DAY SAIL LEASING COMPANY shall be merged with and into DAY SAIL CHARTERS, INC. in accordance with the Florida Business Corporation Act. After such Merger, DAY SAIL CHARTERS, INC. will be the Acquiring Corporation and the separate existence and identity of DAY SAIL LEASING COMPANY shall cease to exist.

B. At the Effective Date of the Merger:

1. Acquiring Corporation shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Target Corporation;

2. All and singular, the rights, privileges, powers, and franchises of Target Corporation, and all property, real, personal, and mixed, and all debts due to Target Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to Target Corporation, shall be vested in the Acquiring Corporation without further act or deed;

3. All property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Acquiring Corporation as they were of Target Corporation, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in Target Corporation, shall not revert or be in any way impaired;

4. All rights of creditors and all liens upon any property of Target Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of Target Corporation shall thenceforth attach to the Acquiring Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

C. At the Effective Date of the Merger, each share of Target Corporation's common stock (the "Target Corporation Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Acquiring Corporation (the "Acquiring Corporation Common Stock"); provided that no fractional share of Acquiring Corporation Common Stock shall be issued or exchanged for shares of Target Corporation Common Stock. Notwithstanding the foregoing, each share of Target Corporation Common Stock held by Acquiring Corporation shall, by virtue of the Merger and without any action on the part of Acquiring Corporation, be canceled simultaneously with the effectiveness of the Merger.

D. The Articles of Incorporation of Acquiring Corporation as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Acquiring Corporation until changed or amended as provided by law.

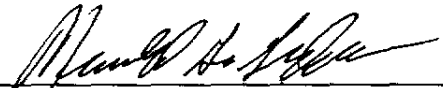
E. The "Effective Date" of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

ARTICLE II

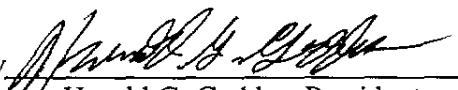
The Plan of Merger was approved and adopted by the shareholders of the Acquiring Corporation and Target Corporation in accordance with section 607.1104 of the Florida Business Corporation Act, respectively, on February 7, 2003.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of the 7th day of February, 2003.

DAY SAIL CHARTERS, INC.
a Florida corporation

By 
Harold G. Geddes, President

DAY SAIL LEASING COMPANY
a Florida corporation

By 
Harold G. Geddes, President