

Document Number Only

Pg4000047286

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

Merger

EFFECTIVE DATE

9/26/98

Kenner MFG. Co., Inc.

into:

Macro Marine International, Inc.

DIVISION OF CORPORATION

98 SEP 24 PM 12:24

RECEIVED

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

- ☒ Merger
☐ Mark

Effective Date
September 26, 1998

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy

- ☐ Annual Report
☐ Fict. Filing
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3
☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

Name Availability	9/25/98
Document Examiner	[Signature]
Updater	[Signature]
Verifier	[Signature]
Acknowledgment	[Signature]
W.P. Verifier	[Signature]

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

SEP 24 1998

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****175.00 ****175.00

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X00789, 00615, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

KENNER MFG. CO., INC., an Arkansas corporation not authorized to transact
business in Fla R

,

INTO

MAKO MARINE INTERNATIONAL, INC., a Florida corporation, P94000047286

File date: September 25, 1998, effective September 26, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1998

From: CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: MAKO MARINE INTERNATIONAL, INC.
Ref. Number: P94000047286

We have received your document for MAKO MARINE INTERNATIONAL, INC. and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: Annette Hogan
Corporate Specialist

Letter Number: 398A00048285

Please, Please
Back-Jude this
to: 9-24-98
Shirley
Melanie

RECEIVED
98 SEP 25 AM 11:56
DIVISION OF CORPORATION

EFFECTIVE DATE
9/26/98

FILED
98 SEP 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
KENNER MFG. CO., INC.
(Merging Corporation)
INTO
MAKO MARINE INTERNATIONAL, INC.
(Surviving Corporation)

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Tracker Marine, L.P. ("Parent Corporation"), a Missouri limited partnership, is the sole owner of all of the issued and outstanding shares of stock of each of Mako Marine International, Inc. ("Surviving Corporation"), a corporation organized under the laws of the State of Florida and Kenner Mfg. Co., Inc. ("Merging Corporation"), a corporation organized under the laws of the State of Arkansas. Parent Corporation is not a party to this merger.

SECOND: The Plan of Merger, attached hereto as Exhibit A, was adopted by the Board of Directors of Parent Corporation on September 15, 1998 and approved by the sole shareholder of Parent Corporation on September 15, 1998. In accordance with Section 607.1104(a), the approval of the shareholders of neither Surviving Corporation nor Merging Corporation is required.

THIRD: Upon the effective date of the merger of Merging Corporation into Surviving Corporation, all shares of Merging Corporation shall be cancelled without consideration.

FOURTH: Shareholders of Merging Corporation who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Act, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

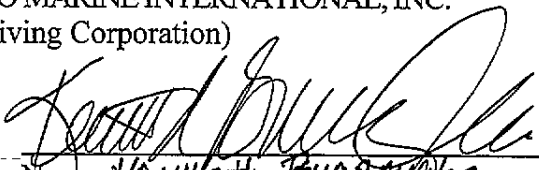
FIFTH: The effective date of the merger is September 26, 1998.

SIXTH: There are no amendments to the articles of incorporation of Surviving Corporation.

Signed this 23rd day of September, 1998.

MAKO MARINE INTERNATIONAL, INC.
(Surviving Corporation)

By: _____


Name: Kenneth Burroughs
Title: Chairman/CEO

KENNER MFG. CO., INC.
(Merging Corporation)

By: _____



Name: Steve Smith
Title: V.P.

EXHIBIT A
Plan of Merger
Merging Kenner Mfg. Co., Inc.
("Kenner" or "Merging Company")
Into
Mako Marine International, Inc.
("Mako" or "Surviving Corporation")

THIS PLAN OF MERGER, dated as of September 15, 1998, is entered into by Kenner, an Arkansas corporation, and Mako, a Florida corporation.

FIRST: Mako and Kenner desire that Kenner shall be merged into Mako. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth in this Plan of Merger.

SECOND: Mako shall survive the merger and shall continue under the name of "Mako Marine International, Inc."

THIRD: The parties to this Plan of Merger are Mako and Kenner. The Surviving Corporation shall be Mako and the Merging Company Kenner shall be merged into Mako and will cease to exist.

FOURTH: No amendment is made to the Articles of Incorporation of the Surviving Corporation.

FIFTH: The total number of shares of stock of all classes which (i) Mako has authority issue are 1,000 shares of no par value common stock, and (ii) Kenner has authority to issue are 10,000 shares of no par common stock.

SIXTH: The number of shares of stock issued now and on the Effective Date is 3,750 shares of Kenner and 100 shares of Mako. Tracker Marine, L.P. is the sole owner of all of the issued and outstanding stock of Mako and of Kenner. On the Effective Date of merger, all of the shares of stock of Kenner shall be cancelled without consideration. On the Effective Date of merger, all of the shares of stock of Mako authorized and issued will not change. The Effective Date of this merger shall be September 26, 1998.

SEVENTH: The location of the principal office of Mako shall remain 4355 N.W. 128th Street, Miami, Florida 33167, and the name and address of a resident agent for service of process on the Surviving Corporation is CT Corporation System, 1200 South Pine Island Road Plantation, Florida 33324. The officers and directors of the Surviving Corporation shall, on the Effective Date, be as follows:

Ken Burroughs, Chairman, Chief Executive
Officer and Director
Bob Jones, President
Marilyn Sue Henry, Executive Vice-President
Steve Smith, Vice-President and Director
Jenna Hodges, Vice-President and Assistant Secretary
Joe C. Greene, Secretary and Director

EIGHTH: The Merger to be effected by this Plan of Merger was duly and unanimously approved by Tracker Marine, L.P., the sole shareholder of both Kenner and Mako, in the manner required by applicable law.

IN WITNESS WHEREOF, Mako (the Surviving Corporation) and Kenner (the Merging Corporation), the parties to this merger, have caused this Plan of Merger to be signed in their respective corporate names and on their behalf by the respective authorized officers and witness by their respective secretaries this 15th day of September, 1998.

MAKO MARINE INTERNATIONAL, INC.

ATTEST:

By
Its

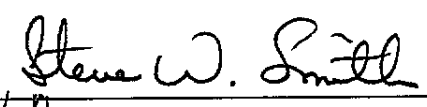

Chairman / CEO

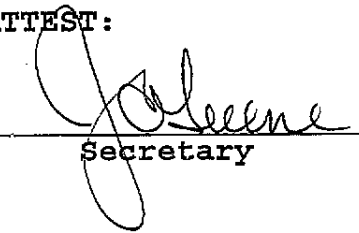

Secretary

KENNER MFG. CO., INC.

ATTEST:

By
Its


V.P.


Secretary

KENNER MFG. CO., INC.
into:
MAKO MARINE INTERNATIONAL, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: 9-24-58

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary