

P 9600000410

KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500
RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

December 21, 1995

Corporate Records Bureau
Corporations Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

700001671297
-12/26/95--01113--009
****122.50 ****122.50

RE: M/V Miss Cher Enterprises of Florida, Inc.

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation.
2. My check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00
Registered Agent:	35.00
Certified Copy:	<u>52.50</u>
TOTAL AMOUNT:	\$122.50

Please file these Articles of Incorporation and forward a certified copy to the undersigned.

Very truly yours,


Thomas F. Kiesel

TFK:la

Enclosures: as stated

cc: Kenneth and Cheryl Gorman

FILED
95 DEC 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\WP50\CORPORAT\SECSTATE

D. BROWN JAN - 3 1996

ARTICLES OF INCORPORATION
OF
M/V MISS CHER ENTERPRISES OF FLORIDA, INC.

FILED
95 DEC 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is M/V MISS CHER ENTERPRISES OF FLORIDA, INC., and its address is 17105-A6 San Carlos Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 17105-A-6 San Carlos Boulevard, Fort Myers Beach,

Florida 33931, and the name of the initial registered agent of this corporation at that address is CHERYL B. GORMAN.

ARTICLE VI

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Cheryl B. Gorman	17105-A6 San Carlos Boulevard Fort Myers Beach, FL 33931

ARTICLE VII

Initial Officers

The name and post office address of the President and a Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Cheryl B. Gorman	17105-A6 San Carlos Blvd. Fort Myers Beach, FL 33931	President and Secretary/ Treasurer

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles as subscriber to the corporation, together with the number of shares she agrees to take, is as follows:

NAME	ADDRESS	# OF SHARES
Cheryl B. Gorman	17105-A6 San Carlos Blvd. Fort Myers Beach, FL 33931	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amondment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

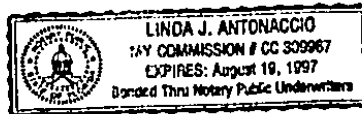
IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 21st day of December, 1995.

Cheryl B. Gorman
CHERYL B. GORMAN, Subscriber

STATE OF FLORIDA
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 21st day of December, 1995, by CHERYL B. GORMAN, who is () personally known to me or who has () produced _____ as identification and who () did or () did not take an oath.

Signature of Notary Public *Linda J. Antonaccio*
Type/Print Name of Notary Linda J. Antonaccio
Commission Number CC 309967
Commission Exp. Date 8-19-97



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Cheryl B. Gorman
CHERYL B. GORMAN, Registered Agent

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FILED
95 DEC 26 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000000410

KIESEL, HUGHES & JOHNSTON

ATTORNEYS AT LAW

2121 MCGREGOR BOULEVARD, FORT MYERS, FLORIDA 33901

A. JOHN HUGHES, JR. (941) 337-4500
RICHARD JOHNSTON, JR. (941) 337-3900
THOMAS F. KIESEL (941) 334-1800

REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

February 28, 1996

800001729418
-03/01/96--01061--005
****122.50 ****122.50

Corporate Records Bureau
Corporations Division
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Cher Enterprises, Inc., Articles of Merger into M/V Miss
Cher Enterprises of Florida, Inc.

Ladies/Gentlemen:

In regard to the above-referenced merger, you will please find enclosed the original and one copy of the Articles of Merger with appropriate attachments thereto, including Plan of Merger, Unanimous Written Consent of the Shareholders of Cher Enterprises, Inc., and Unanimous Written Consent of the Shareholders of M/V Miss Cher Enterprises of Florida, Inc. Additionally enclosed herewith is my check in the amount of \$122.50 to cover the following items:

\$70.00 Filing Fee (\$35.00 per corporation)
52.50 Certified Copy of Articles
\$122.50

Please file these Articles of Merger and then forward a certified copy of the same to the undersigned at your earliest possible convenience. Thank you for your attention to this matter.

Very truly yours,

Thomas F. Kiesel
Thomas F. Kiesel (fa)

SH 3/7

TFK/la

Enclosures

cc: Cheryl B. Gorman
Thomas Worden, CPA

~~118~~ ~~7-126~~ ~~156~~
Morgan

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -1 PM 1:43

SIGNED IN MR. KIESEL'S ABSENCE
TO AVOID DELAY, WITHOUT REVIEW,
SUBJECT TO REVISION AND MODIFICATION.

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

CHER ENTERPRISES, INC., a Maryland corporation qualified in Florida, P32313

INTO

**M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation,
P96000000410**

File date: March 1, 1996

Corporate Specialist: Steven Harris

THIS INSTRUMENT PREPARED BY:

Thomas F. Kiesel
Attorney At Law
P.O. Drawer 1000
Fort Myers, FL 33902

RECORDED
DIVISION OF REVENUE
95 MAR -1 PM 1:43

ARTICLES OF MERGER OF
CHER ENTERPRISES, INC.

INTO

M/V MISS CHER ENTERPRISES OF FLORIDA, INC.

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging CHER ENTERPRISES, INC., a Maryland corporation, into M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation.

A. The following Plan of Merger was duly approved by the Board of Directors and, where applicable, shareholders, of each of the undersigned corporations in the manner prescribed by law:

PLAN OF MERGER

1. Corporations Participating in Merger. The following corporations ("Constituent Corporations") propose to merge:

- (a) M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation,
- (b) CHER ENTERPRISES, INC., a Maryland corporation.

M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, will be the surviving corporation (the "Surviving Corporation"). CHER ENTERPRISES, INC., a Maryland corporation, is hereinafter referred to as the "Merging Corporation."

2. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name "M/V MISS CHER ENTERPRISES OF FLORIDA, INC.", a Florida corporation.

3. Merger. Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the effective date of the merger, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

4. Conversion and Exchange of Shares. On the Effective Date, the outstanding shares of the Constituent Corporations will be converted and exchanged as follows:

(a) Surviving Corporation. The issued and outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger and such shares will remain outstanding as shares of the Surviving Corporation following the Effective Date.

(b) Merging Corporation. The issued and outstanding shares of common stock of the Merging Corporation as of the Effective date shall be converted as follows:

(1) The shares of common stock of the Merging Corporation owned by the Surviving Corporation as of the Effective Date shall not be converted in any manner, but shall instead be surrendered and extinguished.

(2) Each share of common stock of the Merging Corporation (except for the shares owned by the Surviving Corporation addressed in (b)(1) above) as of the Effective Date shall be converted into one (1) shares of common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. Should the application of the conversion rights set forth above result in the issuance of a fractional share, such fractional share shall be rounded up to the nearest whole number of shares.

(c) Surrender of Certificates of Merging Corporation. After the Effective Date, each holder of certificates for shares of common stock of the Merging Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the Surviving Corporation shall legally require. Upon receipt of such share certificates, the Surviving Corporation shall issue in exchange therefor certificates for shares of its common stock, representing the number of shares of such stock to which such holder is entitled as provided above.

5. Amendments to Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall not be amended.

6. Abandonment. After approval of this Plan by the shareholders and Directors of the Merging Corporation and the shareholders and Directors of the Surviving Corporation, and at any time prior to the merger becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

7. Effective Date. For purposes of Florida law, this merger shall become effective upon the filing of Articles of Merger with the Florida Secretary of State.

(a) As to the merging corporation the Plan of Merger was unanimously duly approved by its shareholders on January 5, 1996, pursuant to Florida Statutes, Section 607.1103.

(b) As to the surviving corporation the Plan of Merger was unanimously duly approved by its shareholders and directors on January 5, 1996, pursuant to Florida Statutes, Section 607.1103.

8. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and by reference is made a part hereof.

9. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.214 and 607.221 of the Florida Statutes.

IN WITNESS WHEREOF, the corporations have executed these Articles this 28 day of February, 1996.

CHER ENTERPRISES, INC.,
a Maryland corporation

By: Cheryl B. Gorman
CHERYL B. GORMAN, President

Attest:

BY: Cheryl B. Gorman
CHERYL B. GORMAN, Secretary

(CORPORATE SEAL)

CHER ENTERPRISES, INC.

Maryland

M/V MISS CHER ENTERPRISES OF
FLORIDA, INC., a Florida corporation

By: *Cheryl B. Gorman*
CHERYL B. GORMAN, President

Attest:

BY: *Cheryl B. Gorman*
CHERYL B. GORMAN, Secretary

(CORPORATE SEAL)

EXHIBIT "A"

PLAN OF MERGER

1. Corporations Participating in Merger. The following corporations ("Constituent Corporations") propose to merge:

- (a) M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation,
- (b) CHER ENTERPRISES, INC., a Maryland corporation.

M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, will be the surviving corporation (the "Surviving Corporation"). CHER ENTERPRISES, INC., a Maryland corporation, is hereinafter referred to as the "Merging Corporation."

2. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name "M/V MISS CHER ENTERPRISES OF FLORIDA, INC.", a Florida corporation.

3. Merger. Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the effective date of the merger, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

4. Conversion and Exchange of Shares. on the Effective Date, the outstanding shares of the Constituent Corporations will be converted and exchanged as follows:

(a) Surviving Corporation. The issued and outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger and such shares will remain outstanding as shares of the Surviving Corporation following the Effective Date.

(b) Merging Corporation. The issued and outstanding shares of common stock of the Merging Corporation as of the Effective date shall be converted as follows:

(1) The shares of common stock of the Merging Corporation owned by the Surviving Corporation as of the Effective Date shall not be converted in any manner, but shall instead be surrendered and extinguished.

(2) Each share of common stock of the Merging

Corporation (except for the shares owned by the Surviving Corporation addressed in (b)(1) above) as of the Effective Date shall be converted into one (1) shares of common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. Should the application of the conversion rights set forth above result in the issuance of a fractional share, such fractional share shall be rounded up to the nearest whole number of shares.

(c) Surrender of Certificates of Merging Corporation. After the Effective Date, each holder of certificates for shares of common stock of the Merging Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the Surviving Corporation shall legally require. Upon receipt of such share certificates, the Surviving Corporation shall issue in exchange therefor certificates for shares of its common stock, representing the number of shares of such stock to which such holder is entitled as provided above.

5. Amendments to Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall not be amended.

6. Abandonment. After approval of this Plan by the shareholders of the Merging Corporation and the Directors of the Surviving Corporation, and at any time prior to the merger becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

7. Effective Date. For purposes of Florida law, this merger shall become effective upon the filing of Articles of Merger with the Florida Secretary of State. For all other purposes, this merger shall become effective upon the filing of Articles of Merger with the Maryland Secretary of State, or the filing of Articles of Merger with the Secretary of State of the State of Florida, whichever shall be the later to occur.

**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF
CHER ENTERPRISES, INC.**

The undersigned, being all of the shareholders and Directors of CHER ENTERPRISES, INC., a Maryland corporation (the "Corporation"), acting under notice of meeting pursuant to Maryland Statutes, hereby adopt and consent to the adoption of the following resolutions and the taking of the action contemplated thereby, with said resolutions and the consent to said action to have the same force and effect as if duly adopted at a meeting duly called and held:

Authorization of Merger

WHEREAS, the Board of Directors of the Corporation has deemed it to be in the best interest of the Corporation and its shareholders to merge the Corporation with and into M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, with M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, being the surviving corporation of the merger; and

Whereas, the Board of Directors of the Corporation has approved said merger and recommended that the shareholders unanimously approve and consent to said merger;

NOW, THEREFORE, BE IT RESOLVED: That the Corporation be, and it hereby is, authorized to merge with M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, pursuant to the laws of the States of Florida and Maryland as hereinafter provided, so that the separate existence of CHER ENTERPRISES, INC., a Maryland corporation, shall cease as soon as the merger shall become effective, and thereupon M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, and CHER ENTERPRISES, INC., a Maryland corporation, will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Florida;

RESOLVED FURTHER: That the terms and conditions of the proposed merger are set forth in the Plan of Merger attached as Exhibit A and made a part hereof, which Plan of Merger is hereby authorized and approved, and the proper officers of the Corporation be, and they are, authorized to execute said Plan of Merger;

RESOLVED FURTHER: That, in the event that this merger shall not be abandoned and terminated, the proper officers of the Corporation be, and they hereby are authorized and directed to make and execute under the corporate seal of the Corporation, Articles of Merger, and cause the same to be filed and

recorded as provided by law, and to do all acts and things whatsoever, within the States of Florida and Maryland and in any other appropriate jurisdiction, necessary or proper to effect this merger.

IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have set their hands and seals effective as of the 38 day of February, 1996.

CHER ENTERPRISES, INC.,
a Maryland corporation

BY: Cheryl B. Gorman
CHERYL B. GORMAN, President

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CHER ENTERPRISES, Inc.
Maryland

**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDERS OF
M/V MISS CHER ENTERPRISES OF FLORIDA, INC.**

The undersigned, being all of the shareholders and Directors of M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation (the "Corporation"), acting without a meeting pursuant to Florida Statutes Section 607.0704 and Section 607.0821, hereby adopt and consent to the adoption of the following resolutions and the taking of the action contemplated thereby, with said resolutions and the consent to said action to have the same force and effect as if duly adopted at a meeting duly called and held:

Authorization of Merger

WHEREAS, the Board of Directors of the Corporation has deemed it to be in the best interest of the Corporation and its shareholders to merge the Corporation with CHER ENTERPRISES, INC., a Maryland corporation, with M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, being the surviving corporation of the merger; and

Whereas, the Board of Directors of the Corporation has approved said merger and recommended that the shareholders unanimously approve and consent to said merger;

NOW, THEREFORE, BE IT RESOLVED: That the Corporation be, and it hereby is, authorized to merge with CHER ENTERPRISES, INC., a Maryland corporation, pursuant to the laws of the State of Florida as hereinafter provided, so that the separate existence of CHER ENTERPRISES, INC., a Maryland corporation, shall cease as soon as the merger shall become effective, and thereupon M/V MISS CHER ENTERPRISES OF FLORIDA, INC., a Florida corporation, and CHER ENTERPRISES, INC., a Maryland corporation, will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Florida;

RESOLVED FURTHER: That the terms and conditions of the proposed merger are set forth in the Plan of Merger attached as Exhibit A and made a part hereof, which Plan of Merger is hereby authorized and approved, and the proper officers of the Corporation be, and they are, authorized to execute said Plan of Merger;

RESOLVED FURTHER: That, in the event that this merger shall not be abandoned and terminated, the proper officers of the Corporation be, and they hereby are authorized and directed to make and execute under the corporate seal of the Corporation, Articles of Merger, and cause the same to be filed and

recorded as provided by law, and to do all acts and things whatsoever, within the State of Florida and in any other appropriate jurisdiction, necessary or proper to effect this merger.

IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have set their hands and seals effective as of the 28 day of February, 1996.

M/V MISS CHER ENTERPRISES OF FLORIDA, INC.,
a Florida corporation

BY: *Cheryl B. Gorman*
CHERYL B. GORMAN, President

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