

P96000070934

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December 27, 2000

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Merger between Marathon Boats, Inc.
and Sure Thing Baits and Seafood, Inc.

400003515714--4
-12/28/00--01050--009
*****78.75 *****78.75

Gentlemen:

Enclosed are two (2) executed copies of Articles of Merger between Marathon Boats, Inc. and Sure Thing Baits and Seafood, Inc. along with a check in the amount of \$78.75. Please return the certified copy of the Articles of Merger to the undersigned by mail.

If there are any questions, please call.

Very truly yours,

Brent D. Klein
Brent D. Klein

BDK/bs
Enclosures

C:\My Documents\LETTERS\Secretary of State Letter.Sure Thing

FILED
00 DEC 28 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective
12/31/00
merger

T. LEWIS JAN 8 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARATHON BOATS, INC., a Florida corporation, F67502.

INTO

SURE THING BAITs AND SEAFOOD, INC., a Florida entity, P96000070934

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Thelma Lewis

FILED
00 DEC 28 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging Marathon Boats, Inc., a corporation organized and existing under the laws of the State of Florida, into Sure Thing Baits and Seafood, Inc., a corporation organized and existing under the laws of the State of Florida, as the surviving corporation:

1. The Board of Directors of Marathon Boats, Inc., the shareholders of Marathon Boats, Inc., the Board of Directors of Sure Thing Baits and Seafood, Inc. and the shareholders of Sure Thing Baits and Seafood, Inc. approved and adopted the following Plan of Merger on the 12th day of December 2000, in the manner prescribed by the Florida Business Corporation Act:

PLAN OF MERGER

1. Parties to Merger. The parties to the merger are Marathon Boats, Inc., a Florida corporation, and Sure Thing Baits and Seafood, Inc., a Florida corporation.

2. Merger. Marathon Boats, Inc. shall be merged into Sure Thing Baits and Seafood, Inc. ("Surviving Corporation") as of 12:00 midnight on December 31, 2000 ("Effective Date").

3. Name of Surviving Corporation. The name of the Surviving Corporation shall be Sure Thing Baits and Seafood, Inc.

4. Effect of Merger. On the Effective Date of the merger, the separate existence of Marathon Boats, Inc. shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description shall be transferred to, vest in, and devolve upon the Surviving Corporation, subject to the liabilities and obligations of Marathon Boats, Inc., which liabilities and obligations the Surviving Corporation shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Marathon Boats, Inc., by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. Exchange of Stock. On the Effective Date of the merger, each share of common stock of Marathon Boats, Inc. issued and outstanding prior to the merger shall be converted and exchanged for .17 shares of the common stock of the Surviving Corporation.

6. Attributes of Surviving Corporation.

(a) The Articles of Incorporation of Sure Thing Baits and Seafood, Inc., as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger, except that Sure Thing Baits and Seafood, Inc. shall be authorized to issue 5000 shares of common stock, with a par value of \$1.00 per share.

(b) The By-Laws of Sure Thing Baits and Seafood, Inc., as such By-Laws exist on the Effective Date of the merger, shall remain and be the By-Laws of the Surviving Corporation, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation, and Florida law.

7. Articles of Merger. Articles of Merger shall be executed by the President of Marathon Boats, Inc. and the President of Sure Thing Baits and Seafood, Inc. in accordance with the provisions of Florida Statutes Section 607.1105 and shall be filed with the Florida Department of State.

2. The effective date of the merger is 12:00 midnight on December 31, 2000.

Executed this 19 day of December, 2000.

MARATHON BOATS, INC., a Florida corporation

By: Gene Culmer 12/19/00
GENE CULMER, President

SURE THING BAITs AND SEAFOOD, INC.,
a Florida corporation

By: Gene Culmer 12/19/00
GENE CULMER, President