

P98000101327

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

December 18, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****114.75 *****114.75

Re: Merger of Atlantis Marine, Inc., Whale Watchers, Inc. and B. Mohr Enterprises, Inc.

Dear Sirs:

In regard to the above-referenced corporation, you will please find enclosed the following:

1. Original and one copy of Articles of Merger,
2. Check in the amount of \$114.75, to cover the following:

Filing Fee:	\$ 35.00 per name
Certified Copy:	\$ 9.75

TOTAL AMOUNT: \$114.75

Please file these Articles of Merger and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,

Thomas F. Kiesel
TFK/ms
Enclosures: as stated
cc: Mr. Gary Mohr

FILED
01 DEC 27 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Cert Copy
CA\WP50\CORPORAT\SECSTATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHALE WATCHERS, INC., and B. MOHR ENTERPRISES, INC., both
nonqualified Maine entitys.

INTO

ATLANTIS MARINE, INC., a Florida entity, P98000101327

File date: December 27, 2001, effective January 1, 2002

Corporate Specialist: Carol Mustain

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
WHALE WATCHERS, INC.

AND

B. MOHR ENTERPRISES, INC.

INTO

ATLANTIS MARINE, INC.

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging WHALE WATCHERS, INC., B. MOHR ENTERPRISES, INC. into ATLANTIS MARINE, INC.

A. The following Plan of Merger was duly and unanimously approved by the Board of Directors and 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) WHALE WATCHERS, INC., a Maine corporation
- (b) B. MOHR ENTERPRISES, INC., a Maine corporation
- (c) ATLANTIS MARINE, INC., a Florida corporation

ATLANTIS MARINE, INC. will be the surviving corporation (the "Surviving Corporation"). WHALE WATCHERS, INC. and B. MOHR ENTERPRISES, INC. are hereinafter referred to as the "Merging Corporations."

2. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name "ATLANTIS MARINE, INC."

3. Merger. Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporations will merge into the Surviving Corporation. Upon the effective date of the merger, the corporate existence of the Merging Corporations 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 Corporations.** The issued and outstanding shares of common stock of the Merging Corporations as of the Effective date shall be converted as follows:

(1) The shares of common stock of the Merging Corporations 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 Corporations (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) share 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 Corporations.** After the Effective Date, each holder of certificates for shares of common stock of the Merging Corporations 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 Corporations 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 January 1, 2002 at 1:00 a.m..

B. As to the merging corporations the Plan of Merger was duly and unanimously approved by its shareholders and Directors on December 11, 2001, pursuant to Florida Statutes, Section 607.110.

C. As to the surviving corporation the Plan of Merger was duly and unanimously approved by its shareholders and directors on December 11, 2001, pursuant to Florida Statutes, Section 607.110.

IN WITNESS WHEREOF, the corporations have executed these Articles this _____ day of _____, 2001.

ATLANTIS MARINE, INC.

By: 
Title Sole Stockholder,
Director and President

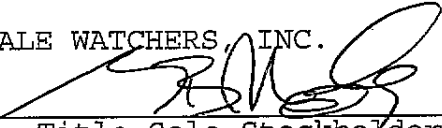
Attest:

BY: 
Secretary

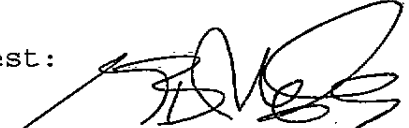
(Corporate Seal)

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

WHALE WATCHERS, INC.

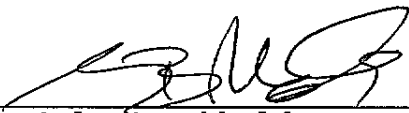
By: 
Title Sole Stockholder,
Director and President

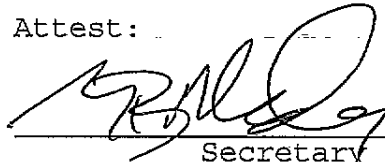
Attest:

BY: 
Secretary

(Corporate Seal)

B. MOHR ENTERPRISES, INC.

By: 
Title Sole Stockholder,
Director and President

Attest: 
Secretary

(Corporate Seal)