

P99000097490

\_\_\_\_\_  
(Requestor's Name)

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(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

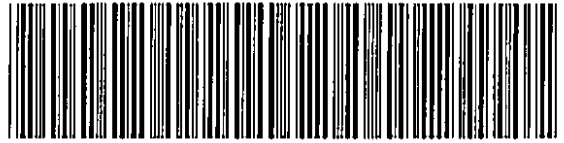
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

4/5/19

ERIC W/ CT COOP  
Advised to Add  
April 1, 2019 As the  
Adoption Date. 1st

Office Use Only



400327467334

19 APR - 4 11:29

2018 APR - 4 11:14

FILED

Merger/CC

APR 05 2019

1 ALBRITTON

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 4/4/2019

Acc#I20160000072

*en: c DW*

Name:	Nautical Outfitters Corp.
Document #:	
Order #:	11587031

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

[This is a 1--2--3-filing.]

[1. Merger]

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 113.75

2. Amendment (to Articles of Incorporation)

3. Amendment (Name change)

Thank you!

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Nautical Outfitters Corp.

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

At (\_\_\_\_\_) \_\_\_\_\_

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Nautical Outfitters Corp.	Florida	P99000097690

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Plasticwatertanks.com, Inc.	New York	
P-M.COM, Inc.	Texas	

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2016 MAR 14 PM 1:14

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 1, 2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 1, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

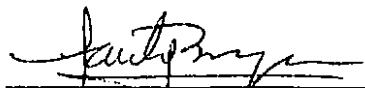
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Nautical Outfitters Corp.



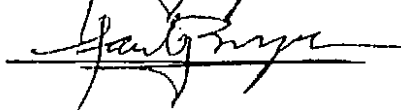
Eduardo Santos-Burgoa, President

Plasticwatertanks.com, Inc.



Eduardo Santos-Burgoa, President

P-M.COM, Inc.



Eduardo Santos-Burgoa, President

## AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Plan"), dated April 1, 2019, is by and between **NAUTICAL OUTFITTERS CORP.**, a Florida corporation ("Nautical"), **PLASTICWATERTANKS.COM, INC.**, a New York corporation ("PWT"), and **P-M.COM, INC.**, a Texas corporation ("P-M").

**WHEREAS**, Molding Acquisition Corp., a Delaware corporation ("MAC"), is the sole stockholder of Nautical and PWT and holder of 99.9926% of the outstanding stock of P-M; and

**WHEREAS**, each of MAC, Nautical, PWT and P-M deems it advisable and in its respective best interest to effect the merger of PWT and P-M (the "Merging Entities") with and into Nautical (the "Merger") with Nautical as the surviving entity (the "Surviving Entity").

**NOW, THEREFORE**, in consideration for their mutual promises and intending to be legally bound hereby, the undersigned parties agree as follows:

1. **Constituent Entities.** Nautical, PWT and P-M (together, the "Constituent Entities") shall be parties to the Merger.

2. **Terms and Conditions of Merger.** Pursuant to the applicable provisions of the Florida Business Corporation Act (the "FBCA"), the New York Business Corporation Law (the "NYBCL") and the Texas Business Organizations Code (the "TBOC"): (A) the Merging Entities shall merge with and into the Surviving Entity; and (B) upon the filing of a Certificate of Merger with the Secretary of State of the State of Texas and the Secretary of State of the State of New York (the "Effective Time"), the separate existences of each of the Merging Entities shall cease, and the Surviving Entity shall continue to exist in accordance with the applicable provisions of the FBCA. The Merger shall have the effects set forth in the applicable provisions of the FBCA, the NYBCL and the TBOC.

3. **Conversion of Capital Stock.** Each of the issued shares of the Merging Entities shall, at the Effective Time of the Merger, be converted into one share of stock (each a "Share" and collectively, "Shares") in the Surviving Entity (the "Converted Interests"). The Converted Interests shall be issued to and in the names of each holder of shares of the Merging Entities. The issued Shares of the Surviving Entity shall not be converted in any manner, but each said Share which is issued as of the Effective Time of the Merger shall continue to represent one issued Share of the Surviving Entity.

4. **Effect of Merger.** At the Effective Time, the Surviving Entity shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of the Constituent Entities, and all obligations belonging to or due to the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all the obligations of the Constituent Entities; any claim existing or action or proceeding pending by or against the Constituent Entities may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and all the rights of creditors the Constituent Entities shall be preserved unimpaired.

5. **Post-Merger Stockholders.** At the Effective Time, MAC, James Glen and Robert Devine shall be the stockholders of the Surviving Entity.

6. **Officers.** The officers of Nautical in office immediately preceding the Effective Time shall continue as the officers of the Surviving Entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws and the Certificate of Incorporation of the Surviving Entity.

7. **Amendment of Plan.** The Board of Directors, as applicable, of each of the Constituent Entities, acting together, may amend this Plan at any time prior to the Effective Time, subject to applicable laws.

8. **Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the officers and directors of the Constituent Entities will take all such lawful and necessary action.

9. **Governing Law.** This Plan shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflicts of laws principles thereof.

10. **Headings.** The headings in this Plan are for reference purposes only and shall not in any way affect the meaning or interpretation of this Plan.

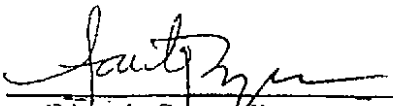
11. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Plan shall in no way affect the validity or enforcement of any other provision or any part thereof.

12. **Counterparts.** This Plan may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.

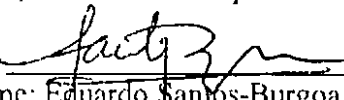
*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first set forth above.

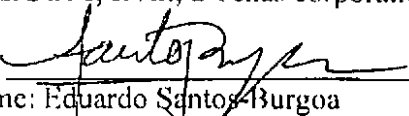
**NAUTICAL OUTFITTERS CORP.,**  
a Florida corporation

By:   
Name: Eduardo Santos-Burgoa  
Title: President

**PLASTICWATERTANKS.COM,**  
INC., a New York corporation

By:   
Name: Eduardo Santos-Burgoa  
Title: President

**P-M.COM, INC.,** a Texas corporation

By:   
Name: Eduardo Santos-Burgoa  
Title: President