

P99000105845

Florida Department of State
Division of Corporations
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Email Address: steve@boatworx.com

MERGER OR SHARE EXCHANGE

Boatworx.com, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merge

11/4/10

Dc 10065-2

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ARTICLES OF MERGER
OF
CAREFREE BOAT CLUB OF SW FLORIDA CORP.
(a Florida corporation)
INTO
BOATWORX.COM, INC.
(a Florida corporation)

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

FIRST: Boatworx.com, Inc., a Florida corporation, document number P99000105845, is the surviving corporation (the "Surviving Corp.").

SECOND: Carefree Boat Club of SW Florida Corp., a Florida corporation, document number P08000068790, is the merging corporation (the "Merging Corp.").

THIRD: The Plan of Merger is attached hereto.

FOURTH: The merger shall become effective when the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by Written Consent of the Board of Directors and Sole Shareholder of the Surviving Corp. dated as of November 3, 2010.

SIXTH: The Plan of Merger was adopted by Written Consent of the Sole Director and Sole Shareholder of the Merging Corp. on November 3, 2010.

[Signature page to follow]

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
the date first above written.

BOATWORK.COM, INC.

By: 

Stephen Taylor, Secretary

CAREFREE BOAT CLUB OF SW FLORIDA
CORP.

By: 

Clifford N. Taylor, President

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PLAN OF MERGER

FIRST: Boatworx.com, Inc., a Florida corporation, is the surviving corporation (the "Surviving Corp").

SECOND: Carefree Boat Club of SW Florida Corp., a Florida corporation, is the merging corporation (the "Merging Corp").

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the Surviving Corp, as in effect immediately prior to the merger, shall be the Articles of Incorporation of the Surviving Corp.
2. The Bylaws of the Surviving Corp., as in effect immediately prior to the merger will be the Bylaws of the Surviving Corp. and will continue in full force and effect until changed, altered or amended.
3. The officers and directors of the of the Surviving Corp., as in office immediately prior to the merger, will continue as the officers and directors of the Surviving Corp.

FOURTH: The manner and basis of converting the interests, shares, obligations, or other securities of each merged party into interests, shares, obligations, or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. At the effective time of the merger, all issued and outstanding shares of the Surviving Corp. shall thereafter constitute all of the issued and outstanding shares of the Surviving Corp.
2. All of the issued and outstanding shares of capital stock of the Merging Corp. as of the effective time of the merger shall be cancelled and retired and shall cease to exist.

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