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Division of Corporations

510385

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

BDR ASSOCIATES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 25, 2004

BDR ASSOCIATES, INC.
12807 SAN JOSE BLVD
JACKSONVILLE, FL 32223

SUBJECT: BDR ASSOCIATES, INC.
REF: S10385

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The articles of merger you submitted were prepared in compliance with section 607.1009, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000040146
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ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
North Florida Marine at Julington Creek, Inc. 12807 San Jose Blvd. Jacksonville, FL 32223	Florida	Corporation

Florida Document/Registration Number: L72266

FEI Number: 59-3007666

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BDR Associates, Inc. 12807 San Jose Blvd. Jacksonville, FL 32223	Florida	Corporation

Florida Document/Registration Number: S10385

FEI Number: 59-3035630

THIRD: The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of each business entity that is a party to the merger in accordance with Chapter 607, Florida Statutes on December 31, 2003.

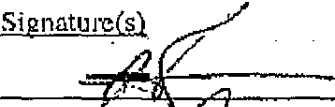

FOURTH: The merger is permitted under the laws of the state of Florida and is not prohibited by the bylaws or articles of incorporation of either corporation that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, the only applicable jurisdiction.

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SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
North Florida Marine at Julington Creek, Inc.		Print Name: A. Quinn Bell Title: President
BDR Associates, Inc.		Print Name: A. Quinn Bell Title: President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statutes, is being submitted in accordance with section 607.1101, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
North Florida Marine at Julington Creek, Inc. 12807 San Jose Blvd. Jacksonville, FL 32223	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BDR Associates, Inc. 12807 San Jose Blvd. Jacksonville, FL 32223	Florida

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

North Florida Marine at Julington Creek, Inc. shall be merged with and into BDR Associates, Inc. and BDR Associates, Inc. shall be the surviving entity. On the effective date of the merger, the separate existence of North Florida Marine at Julington Creek, Inc. shall cease, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon BDR Associates, Inc. without further act or deed.

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

By virtue of the merger and without any further action on the part of the merging party, all of the merging party's issued and outstanding shares, and any and all options, warrants, and other securities exercisable or exchangeable for, or convertible into, the merging party's shares shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto.