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File Number 5393 240 21 0 7 1 5

8501-715



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Whereas, ARTICLES OF MERGER OF

A. LEBIN & SONS, INC.

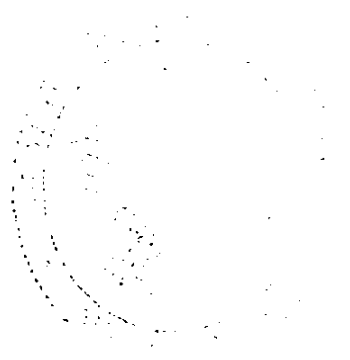
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

480210715

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I have set my hand and cause to be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 31st day of DECEMBER 19 87, and of the Independence of the United States the two hundred and 12th.



Jim Edgar
SECRETARY OF STATE

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BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

File #

This Space for Use By Secretary of State	
Date	12-31-87
Filing Fee \$	100.00
Clerk	[Signature]

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby accept the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words):

1. The names of the corporations proceeding to ~~consolidation~~ ^{merge} and the State or Country of the incorporation, are:

Name of Corporation	State or Country of Incorporation
A. Lakin & Sons, Inc.	Illinois
Tranquility Charters, Inc.	Florida

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the ~~new~~ ^{surviving} corporation is A. Lakin & Sons, Inc. and it shall be governed by the laws of Illinois ~~existing~~

4. The plan of ~~consolidation~~ ^{merger} is as follows: ~~exchange~~

If not sufficient space to cover this point, add one or more sheets of this size.

See attached Plan and Agreement of Merger

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5. The plan of ^{merger}~~consolidated~~_{exchange} was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10. (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
A. Lakin & Sons, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Tranquility Charters, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocally appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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(Complete this item if reporting a merger under § 11.30 — 90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19____.

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19____ A. Lakin & Sons, Inc.

attested by *Aaron Lakin* by *Lewis Lakin*
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Aaron Lakin, Secretary Lewis Lakin, President
(Type of Print Name and Title) (Type of Print Name and Title)

Dated _____, 19____ Tranquility Charters, Inc.

attested by *Lewis Lakin* by *Brenda Lakin*
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Lewis Lakin, Secretary Brenda Lakin, President
(Type of Print Name and Title) (Type of Print Name and Title)

Dated _____, 19____ _____
(Type of Print Name and Title) (Type of Print Name and Title)

attested by _____ by _____
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

(Type of Print Name and Title) (Type of Print Name and Title)

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Form BCA-11.25/11.30

File No

**ARTICLES OF MERGER,
CONSOLIDATION, EXCHANGE**

Filing Fee \$100.00, but if a merger or a consolidation of more than two corporations, \$50 for each additional corporation.

FILED

DEC 31 1987

**JIM EDGAR
Secretary of State**

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 — 782-6961

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PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Agreement") dated this ____ day of December, 1987 by and between A. LAKIN & SONS, INC. ("LAKIN" or "Surviving Corporation"), an Illinois corporation, and Tranquility Charters, Inc. ("TRANQUILITY"), a Florida corporation, said corporations being hereinafter sometimes referred to as the "Merging Corporations."

W I T N E S S E T H

WHEREAS, the respective Boards of Directors of the Merging Corporations deem it advisable for the general welfare and advantage of the Merging Corporations and their respective shareholders that TRANQUILITY merge into LAKIN pursuant to this Agreement and the applicable laws of the States of Florida and Illinois; and

WHEREAS, TRANQUILITY is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and has authorized capital of sixty (60) shares of Common Stock, no par value, of which twenty (20) are presently issued and outstanding; and

WHEREAS, LAKIN is a corporation duly organized, validly existing and in good standing under the laws of the State of Illinois and has authorized capital of Twenty Five Thousand (25,000) shares of Common Stock, \$100.00 par value, of which Nine Thousand Seven Hundred Eighty and One (9,783) are presently issued and outstanding;

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NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, the Merging Corporations hereby agree that TRANQUILITY shall be merged with and into LAKIN and that LAKIN shall be the Surviving Corporation in accordance with the applicable laws of the States of Florida and Illinois and that the terms and conditions of the merger and the mode of carrying it into effect shall be as set forth herein.

Section 7. Effective Date.

The merger provided for in this Agreement (the "Merger") shall become effective immediately upon the opening of business on January 1, 1988, ("Effective Date"), subject to the completion of the following:

(a) This Agreement shall have been approved by the Board of Directors and shareholders of TRANQUILITY pursuant to the Florida General Corporation Act and by the Board of Directors and shareholders of LAKIN pursuant to the Business Corporation Act of the State of Illinois;

(b) The Articles of Merger required by Section 11.25 of the Illinois Business Corporation Act shall have been duly executed, acknowledged and filed on behalf of the Merging Corporations. Such Articles of Merger shall set forth that the date of the Merger shall be the Effective Date.

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Section 2. Certificate of Incorporation and By-laws.

The Articles of Incorporation and By-laws of LAXIN shall be the Articles of Incorporation and By-laws of the Surviving Corporation from and after the Effective Date, subject to the Surviving Corporation's right to amend its Articles of Incorporation and By-laws in accordance with the laws of the State of Illinois.

Section 3. Manner of Converting Shares; Capitalization.

The mode of carrying the Merger into effect and the manner and basis of converting the shares of the Merging Corporations, upon the Effective Date, are as follows. The twenty (20) shares of Common Stock, no par value, of TRANQUILITY which are issued and outstanding on the Effective Date shall be cancelled, without further action and by virtue of the merger. The Surviving Corporation shall issue one hundred and twenty-eight (128) shares of its common stock in exchange for the cancelled shares of Tranquility, pro rata to the Shareholders of TRANQUILITY. It is intended that the number of shares of the Surviving Corporation to be issued to the Shareholders of Tranquility is based upon the book values of the Merging Corporations immediately prior to the Effective Date, as determined by the Surviving Corporation's independent auditor. Promptly after such determination the parties shall adjust the number of shares of the Surviving Corporation issued to the former Tranquility shareholders to reflect the book values of the Merging Corporations immediately prior to the Effective Date.

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Section 4. Board of Directors and Officers.

The Board of Directors of LAKIN shall be the Board of Directors of the Surviving Corporation from and after the Effective Date until the election and qualification of their respective successors. The elected officers of LAKIN, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of the Surviving Corporation from and after the Effective Date, until the election and qualification of their respective successors.

Section 5. Effect of the Merger.

Upon the Effective Date, TRANQUILITY shall be merged with and into the Surviving Corporation and the separate existence of TRANQUILITY shall cease. All rights, privileges, powers, immunities, purposes and franchises, all real property and personal property, tangible and intangible, of every kind and description, and all obligations and liabilities of TRANQUILITY shall be taken by and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

Section 6. Action by the Merging Corporations.

If this Agreement shall have been adopted by the Board of Directors and the shareholders of TRANQUILITY and LAKIN and acknowledged in accordance with the applicable laws of the States of Florida and Illinois, then, provided all other conditions herein shall have been fulfilled at such date, the Articles of Merger shall be filed in accordance with the laws

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of the States of Florida and Illinois, as contemplated in Section 1 hereof. The Merging Corporations shall do all such other acts and things as shall be necessary or desirable in order to effectuate the Merger.

Section 7. Termination of Agreement.

Notwithstanding approval hereof by the Board of Directors and shareholders of TRANQUILITY and the Board of Directors and shareholders of LAKIN, this Agreement may be terminated at any time prior to the Effective Date by the Board of Directors of either of the Merging Corporations.

If this Agreement is terminated pursuant to this Section 7, it shall become null and void and each party hereto shall pay its costs and expenses incurred by it in connection with this Agreement, and no party (or any of its directors, officers and shareholders) shall be liable to any other party for any costs, expenses, damages or loss of anticipated profits hereunder.

Section 8. General.

(a) Upon the Effective Date, all bank accounts and banking resolutions then in effect with respect to TRANQUILITY shall continue and remain in effect as bank accounts and banking resolutions of the Surviving Corporation, until they are terminated or modified by the Surviving Corporation in accordance with law.

(b) All expenses of the Merger shall be borne and paid for by the Surviving Corporation.

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(c) After the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by any other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

(d) This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument.

(e) Section headings in this Agreement are for reference only and shall not affect the meaning or interpretation of this Agreement.

(f) This Agreement shall not be assignable and shall be binding upon the parties and their successors.

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date and year first above written.

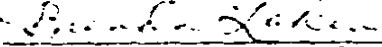
A. LAKIN & SONS, INC.
an Illinois corporation

By: 
Lewis Lakin, President

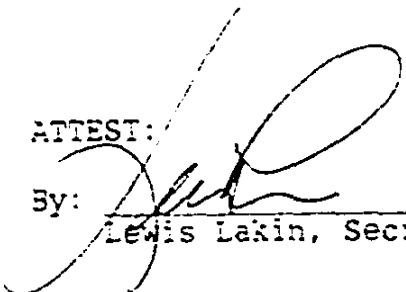
ATTEST:

By: 
Aaron Lakin, Secretary

TRANQUILITY CHARTERS, INC.
a Florida corporation

By: 
Brenda Lakin, President

ATTEST:

By: 
Lewis Lakin, Secretary

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ACKNOWLEDGEMENTS

STATE OF ILLINOIS
COUNTY OF COOK

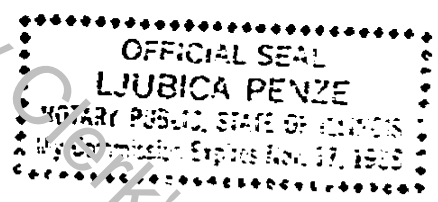
I, Ljubica Penze a Notary Public in and for said County and State aforesaid, do hereby certify that Brenda Lakin, personally known to me to be the President of TRANQUILITY CHARTERS, INC., and Lewis Lakin, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they executed and delivered the said instrument as President and Secretary of said corporation, as their free act and deed, and the free act and deed of said corporation, and that the facts stated herein are true.

Given under my hand and seal of office this 5th day of December, 1987.

Ljubica Penze

My commission expires: November 17, 1991

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ACKNOWLEDGEMENTS

STATE OF ILLINOIS
COUNTY OF COOK

I, Ljubica Penze a Notary Public in and for said County and State aforesaid, do hereby certify that Lewis Lakin, personally known to me to be the President of A. LAKIN & SONS, INC., and Aaron Lakin, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they executed and delivered the said instrument as President and Secretary of said corporation, as their free act and deed, and the free act and deed of said corporation, and that the facts stated herein are true.

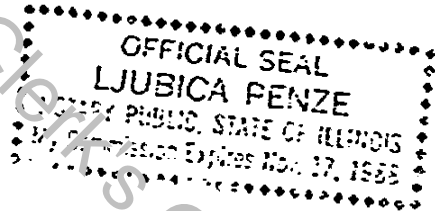
Given under my hand and seal of office this 21st day of December, 1987.

Ljubica Penze

My commission expires:

November 17, 1988

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THE ABOVE AGREEMENT AND PLAN OF MERGER has been executed on behalf of each corporate party thereto, and has been adopted separately by each corporate party thereto in accordance with the provisions of The Business Corporation Act of the State of Illinois and the Florida General Corporation Act and now the President of each corporate party thereto does hereby execute the said Agreement and Plan of Merger and the Secretary of each corporate party thereto does hereby attest the said Agreement and Plan of Merger, as the respective act, deed and agreement of each said corporation, on this ___ day of December, 1987.

A. LAKIN & SONS, INC.

By: [Signature]
Lewis Lakin, President

ATTEST:

By: [Signature]
Aaron Lakin, Secretary

TRANQUILITY CHARTERS, INC.

By: [Signature]
Brenda Lakin, President

ATTEST:

By: [Signature]
Lewis Lakin, Secretary

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