

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BASSETT REALTY, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"GULFWIND SOUTH REALTY, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "MARINEMAX EAST, INC." UNDER THE NAME OF "MARINEMAX EAST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2007, AT 12:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2009025293 3 PGS
2009 MAR 03 12:42 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
CEAGLETO Receipt#1139797



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6025958

DATE: 09-25-07

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**CERTIFICATE OF MERGER
OF
BASSETT REALTY, L.L.C.
AND
GULFWIND SOUTH REALTY, L.L.C.
INTO
MARINEMAX EAST, INC.**

Pursuant to Section 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Bassett Realty, L.L.C.	Delaware
Gulfwind South Realty, L.L.C.	Delaware
MarineMax East, Inc.	Delaware


2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by the surviving corporation and each of the merging limited liability companies.
3. The name of the surviving corporation is MarineMax East, Inc.
4. The Certificate of Incorporation of MarineMax East, Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. The Agreement of Merger is on file at the principal place of business of the surviving corporation which is located at 18167 U.S. Highway 19 North, Suite 300, Clearwater, Florida 33764.
6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of MarineMax East, Inc. and to any member of Bassett Realty, L.L.C. and Gulfwind South Realty, L.L.C.
7. The effective date of the merger shall be September 30, 2007 at 11:59 p.m. EST.

[The Remainder Of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer, this 21st day of September, 2007.

MARINEMAX EAST, INC.

By: _____


Kurt M. Frahn, Assistant Secretary