

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/30/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MarineMax USA, Inc.		09/30/2007	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

<b>Name:</b>	MarineMax, Inc.
<b>Street Address:</b>	18167 U.S. 19 North, #499
<b>City:</b>	Clearwater
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33764
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2618170	MARINEMAX DELIVERING THE BOATING DREAM
Registration Number:	2493926	MARINEMAX GETAWAYS!
Registration Number:	2401921	MARINEMAX
Registration Number:	2401920	MARINEMAX CARE
Registration Number:	2317088	MARINE MAX

**CORRESPONDENCE DATA**

**Fax Number:** (303)572-6540  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
**Phone:** 202-331-3100  
**Email:** denipmail@gtlaw.com  
**Correspondent Name:** Steven B. Powell, Greenberg Traurig, LLP  
**Address Line 1:** 2101 L. Street, N.W., Suite 1000  
**Address Line 4:** Washington, DISTRICT OF COLUMBIA 20037

**900197981**

**TRADEMARK  
 REEL: 004590 FRAME: 0931**

**CH \$140.00 2618170**

ATTORNEY DOCKET NUMBER:	074112-010000
NAME OF SUBMITTER:	Steven B. Powell
Signature:	/Steven B. Powell/
Date:	07/26/2011
Total Attachments: 5 source=20110715091015389#page1.tif source=20110715091015389#page2.tif source=20110715091015389#page3.tif source=20110715091015389#page4.tif source=20110715091015389#page5.tif	

# 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 OWNERSHIP, WHICH MERGES:

"MARINEMAX U.S.A., INC.", A NEVADA CORPORATION,  
WITH AND INTO "MARINEMAX, INC." UNDER THE NAME OF  
"MARINEMAX, 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 12:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP 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.

2849981 8100M

071049199



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6025887

DATE: 09-25-07

TRADEMARK  
REEL: 004590 FRAME: 0933

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MARINEMAX U.S.A., INC.**

**WITH AND INTO**

**MARINEMAX, INC.**

**Under Section 253 of the General Corporation Law  
of the State of Delaware**

The undersigned officer of MarineMax, Inc. (the "Company"), hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State</u>
MarineMax, Inc.	Delaware
MarineMax U.S.A., Inc. (" <u>MarineMax U.S.A.</u> ")	Nevada

SECOND: The Company is the holder of 100% of the outstanding shares of the capital stock of MarineMax U.S.A.

THIRD: The resolutions attached hereto as Exhibit A were duly adopted by the unanimous written consent of the Board of Directors of the Company effective as of September 21, 2007, authorizing and approving the merger of MarineMax U.S.A. with and into the Company, with the Company surviving the merger.

FOURTH: 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, the undersigned officer, for and on behalf of MarineMax, Inc., has executed this Certificate of Ownership and Merger this 21<sup>st</sup> day of September, 2007.

MARINEMAX, INC.

By:   
\_\_\_\_\_

Kurt M. Frahn, Vice President

**EXHIBIT A**

**Approval of Merger of MarineMax U.S.A.**

**WHEREAS**, the Board deems it to be in the best interests of the Company that MarineMax U.S.A., Inc., a Nevada corporation and wholly owned subsidiary of the Company ("MarineMax U.S.A."), be merged with and into the Company, with the Company surviving the merger.

**NOW, THEREFORE, BE IT RESOLVED**, that MarineMax U.S.A. merge (the "MarineMax U.S.A. Merger") with and into the Company on the terms and conditions set forth in a Plan of Merger, in such form and with such terms and conditions as the officers of the Company deem appropriate in their sole discretion and consistent with these resolutions (the "MarineMax U.S.A. Plan of Merger"); and it is further

**RESOLVED**, that the Company assume all liabilities and obligations of MarineMax U.S.A.; and it is further

**RESOLVED**, that the Company be, and it hereby is, authorized and empowered to make, enter into, and fully perform its obligations under all agreements, documents, instruments, and certificates to be executed by the Company in connection with the MarineMax U.S.A. Merger as are deemed necessary or appropriate by any one or more of the officers of the Company, in the exercise of their sole discretion, the form and content of which shall be determined by each or any one of the officers of the Company, in their sole discretion (the "MarineMax U.S.A. Documents"); and it is further

**RESOLVED**, that each of the officers of the Company be, and each or any one of them hereby is, authorized and empowered, for and on behalf of the Company, to execute and deliver the MarineMax U.S.A. Documents in such form, and containing such terms, provisions, and conditions as may be deemed appropriate by each or any one of the officers of the Company, in their sole discretion, such execution to constitute conclusive proof of the appropriateness of the MarineMax U.S.A. Documents; and it is further

**RESOLVED**, that each or any one of the officers of the Company be, and each or any one of them hereby is, authorized and empowered, for and on behalf of the Company to: (i) incur such costs and expenses; and (ii) do any and all acts and things that any one or more of the officers of the Company deems, in the exercise of their sole discretion, necessary, desirable, or appropriate in connection with these resolutions; and it is further

**RESOLVED**, that any and all acts, instruments, and other writings previously performed or executed and delivered by any one or more of the Company's officers or agents on behalf of the Company in connection with the MarineMax

U.S.A. Merger and the MarineMax U.S.A. Documents, are in all respects ratified, affirmed, and approved.

**General**

**RESOLVED**, that the officers of the Company, or any one or more of them, be and they hereby are, authorized and empowered, for and on behalf of the Company, to (i) execute and deliver any and all applications, agreements, documents, instruments, and certificates; (ii) incur such costs and expenses; and (iii) do any and all acts and things that they deem, in the exercise of their discretion, necessary, desirable, or appropriate in connection with these resolutions, with the execution and delivery of such applications, agreements, documents, instruments, and certificates to constitute conclusive proof of the appropriateness of such applications, agreements, documents, instruments, and certificates.