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RECEIVED
05 DEC 29 AM 8:00
DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SEABULK TANKERS, INC.

Certificate of Status	0
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Mergers
@ 12/29/05

EFFECTIVE DATE
DEC. 31, 05

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12/29/2005

EFFECTIVE DATE

Dec. 31, 05

ARTICLES OF MERGER

MERGING

SEABULK OCEAN SYSTEMS CORPORATION

AND

SEABULK OCEAN SYSTEMS HOLDINGS CORPORATION

INTO

SEABULK TANKERS, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

Seabulk Tankers, Inc. Delaware

SECOND: The name and jurisdiction of each merging corporation:

Seabulk Ocean Systems Corporation Florida

Seabulk Ocean Systems Holdings Corporation Florida

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 31, 2005.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 19, 2005.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporations on December 19, 2005.

FILED
05 DEC 29 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

C:\Documents and Settings\smith_c\Local Settings\Temporary Internet Files\OLKCC6\Seabulk Tankers Art Merger Plan Merger FL (2).doc

Wednesday, December 28, 2005 (4).max

SEVENTH: The signatures for each corporation of the merger:

<u>Name of Corporation</u>	<u>Signature of Officer</u>	<u>Name and Title</u>
Seabulk Tankers, Inc.	<u>SB Finch</u>	Stephen B. Finch, Vice President
Seabulk Ocean Systems Corporation	<u>SB Finch</u>	Stephen B. Finch, Vice President
Seabulk Ocean Systems Holdings Corporation	<u>SB Finch</u>	Stephen B. Finch, Vice President

PLAN OF MERGER
OF
SEABULK OCEAN SYSTEMS CORPORATION
SEABULK OCEAN SYSTEMS HOLDINGS CORPORATION
SEABULK TANKERS, INC.

The following Plan of Merger is submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

Seabulk Tankers, Inc.	Delaware
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SECOND: The name and jurisdiction of each merging corporation:

Seabulk Ocean Systems Corporation	Florida
Seabulk Ocean Systems Holdings Corporation	Florida

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

1. The merger shall become effective on December 31, 2005.
2. The Certificate of Incorporation of Seabulk Tankers, Inc., which is the surviving corporation, in effect on the effective date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.
3. Each share of common stock of the merging corporations that is outstanding on the effective date of merger, and all rights in respect thereof, shall be cancelled. After the effective date of the merger, each holder of an outstanding certificate representing shares of common stock of the merging corporations shall surrender the same to the surviving corporation.
4. The bylaws of the surviving corporation as they shall exist on the effective date of the merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

5. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
6. Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merging corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merging corporations respectively. The merging corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merging corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation to take any and all such action.