

Division of Corporations

794000067528

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
CONCEPT PETROLEUM, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TransMontaigne Product Services Inc.</u>	<u>Delaware</u>	<u>2956958</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Concept Petroleum, Inc.</u>	<u>Florida</u>	<u>794000067528</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 13, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.


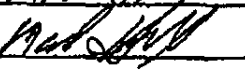
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 13, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>TransMontaigne Product Services Inc.</u>		<u>Michael A. Hammell, Executive VP and Sec.</u>
<u>Concept Petroleum, Inc.</u>		<u>Michael A. Hammell, Executive VP and Sec.</u>
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PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is hereby entered into as of this 13th day of November 2014, by TransMontaigne Product Services Inc., a Delaware corporation ("Parent"), and Concept Petroleum, Inc., a Florida corporation and a wholly owned subsidiary of Parent ("Subsidiary"), whereby Subsidiary shall be merged with and into Parent with Parent surviving the merger (the "Merger"). Parent and Subsidiary are sometimes hereinafter collectively referred to as the "Constituent Entities."

RECITALS

The board of directors and sole stockholder of Parent have determined that it is advisable and in each the Constituent Entities' best interests that Subsidiary merge with and into Parent, with Parent as the surviving entity, as set forth herein and pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 607.1105 of the Florida Business Corporation Act (the "FBCA").

The board of directors and sole stockholder of Subsidiary have determined that it is advisable and in the best interests of Subsidiary that Subsidiary merge with and into Parent, with Parent as the surviving entity, as set forth herein and pursuant to Section 252 of the DGCL and Section 607.1105 of the FBCA.

ARTICLE I THE MERGER

1.1 Merger. As set forth herein and in accordance with the DGCL and the FBCA, upon the Effective Time (as defined below) Subsidiary shall merge with and into Parent with Parent surviving the Merger and continuing to be a corporation governed by the laws of the State of Delaware, the separate existence of Subsidiary shall cease and "TransMontaigne Product Services Inc." shall continue to be the name of the surviving entity. Parent is sometimes referred to herein as the "Surviving Corporation."

1.2 Effectiveness. As between the Constituent Entities, the Merger shall be effective on the date and at the time set forth in the certificate of merger of the Constituent Entities filed with the Secretary of State of the State of Delaware (the "Effective Time").

1.3 Cessation of Separate Existence. At the Effective Time of the Merger, the separate existence of Subsidiary shall cease and Parent, as the Surviving Corporation: (i) shall continue to possess all of the assets, rights, powers and property of Parent as constituted immediately prior to the Effective Time of the Merger; (ii) shall continue to be subject to all of the debts, liabilities and obligations of Parent as constituted immediately prior to the Effective Time of the Merger; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property (real or personal) of Subsidiary; (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Subsidiary in the same manner as if Parent had itself

incurred them; and (v) shall be subject to all actions previously taken by the officers or directors of Parent and the officers or directors of Subsidiary.

**ARTICLE II
CERTIFICATE OF INCORPORATION, BYLAWS, DIRECTORS
AND OFFICERS OF THE SURVIVING CORPORATION**

2.1. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall remain in effect following the Effective Time, without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

2.2. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall remain in effect following the Effective Date, without change or amendment until thereafter amended or repealed in accordance with the provisions thereof, the Certificate of Incorporation and applicable law.

2.3. The officers of the Surviving Corporation as of the Effective Time will remain in office until their successors are elected and qualify, or until their prior resignation, removal or death, subject to the Certificate of Incorporation and the Bylaws of the Surviving Corporation.

2.4. The directors of the Surviving Corporation as of the Effective Time, will remain in office until their successors are elected and qualify, or until their prior resignation, removal or death, subject to the Certificate of Incorporation and the Bylaws of the Surviving Corporation.

**ARTICLE III
EFFECT ON SHARES OF CAPITAL STOCK**

Upon the Effective Time of the Merger, all the shares of capital stock of Subsidiary shall, by virtue of the Merger and without consideration or any further action by either of the Constituent Entities, automatically be cancelled and shall cease to exist and any certificates evidencing ownership thereof shall be void and of no effect.

**ARTICLE IV
MISCELLANEOUS**


If at any time after the Effective Time of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest in Parent full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the directors and officers of Parent are fully authorized in the name of Subsidiary, Parent or otherwise to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

**TRANSMONTAIGNE PRODUCT SERVICES
INC.**

By: 
Name: Michael A. Hamrick
Title: Executive Vice President,
Secretary & General Counsel

CONCEPT PETROLEUM, INC.

By: 
Name: Michael A. Hamrick
Title: Executive Vice President,
Secretary & General Counsel