

P98000094013

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From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
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MERGER OR SHARE EXCHANGE

MASEFIELD AMERICA, INC.

Thank you.

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*Sf
Merger
12/4/03*



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 2, 2003

MASEFIELD AMERICA, INC.
475 WARREN LANE
KEY BISCAYNE, FL 33149

SUBJECT: MASEFIELD AMERICA, INC.
REF: P98000094013

RESUBMIT

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H03000326560
Letter Number: 203A00064581

ARTICLES OF MERGER
OF
MASEFIELD AMERICA, INC.
(a Florida corporation)
INTO
MASEFIELD AMERICA, INC.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:


1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Masefield America, Inc., a Florida corporation, with and into Masefield America, Inc., a Delaware corporation (the "Plan of Merger").
2. The sole shareholder of Masefield America, Inc., a Florida corporation, approved and adopted the Plan of Merger on November 24, 2003, by written consent given in accordance with Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Masefield America, Inc., a Florida corporation, with and into Masefield America, Inc., a Delaware corporation, is permitted by the laws of the jurisdiction of incorporation of Masefield America, Inc., a Delaware corporation, and has been authorized in accordance with such laws.

Signed on November 24, 2003.

MASEFIELD AMERICA, INC., a Florida corporation

By: 
Kenhardt Schoepers, President

MASEFIELD AMERICA, INC., a Delaware corporation

By: 
Kenhardt Schoepers, President

AGREEMENT AND PLAN OF MERGER
OF

MASEFIELD AMERICA, INC.
(a Florida corporation)

with and into

MASEFIELD AMERICA, INC.
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of November 24, 2003, between MASEFIELD AMERICA, INC., a Florida corporation, and MASEFIELD AMERICA, INC., a Delaware corporation.

1. Effective upon the filing of the certificates described in Paragraph 12 below (the "Effective Time"), Masefield America, Inc., a Florida corporation, shall, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"), be merged with and into Masefield America, Inc., a Delaware corporation, which shall be the surviving corporation and shall continue its existence pursuant to the provisions of the DGCL. The separate existence of Masefield America, Inc., a Florida corporation, shall cease at the Effective Time in accordance with the laws of the State of Florida.

2. The total number of shares of common stock, no par value, which Masefield America, Inc., a Florida corporation, has authority to issue is one, which share is issued and outstanding.

3. The total number of shares of common stock, no par value, which Masefield America, Inc., a Delaware corporation, has authority to issue is one, which share is issued and outstanding and held by Masefield America, Inc., a Florida corporation.

4. The certificate of incorporation of the surviving corporation (the "Certificate of Incorporation") shall be the certificate of incorporation of Masefield America, Inc., a Delaware corporation, as in force and effect at the Effective Time. The Certificate of Incorporation shall continue in full force and effect until amended in the manner prescribed by the DGCL.

5. The by-laws of the surviving corporation (the "By-laws") shall be the by-laws of Masefield America, Inc., a Delaware corporation, as in force and effect at the Effective Time. The Bylaws shall continue in full force and effect until amended in the manner prescribed by such By-laws or the DGCL.

6. The directors and officers of Masefield America, Inc., a Florida corporation, at the Effective Time shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws.

7. At the Effective Time, the sole outstanding share of capital stock of Masefield America, Inc., a Delaware corporation shall be cancelled, and no consideration of any kind shall be given therefor.

8. At the Effective Time, the sole outstanding share of Masefield America, Inc., a Florida corporation, shall be converted into and solely represent one (1) share of common stock, no par value, of Masefield America, Inc., a Delaware corporation. From and after the Effective Time, the stockholder in the surviving corporation shall have the right, upon surrender of the stock certificate evidencing the cancelled share of Masefield America, Inc., a Florida corporation, to receive a stock certificate evidencing the corresponding number of shares of Masefield America, Inc., a Delaware corporation.

9. Masefield America, Inc., a Florida corporation, and Masefield America, Inc., a Delaware corporation, shall promptly (i) execute a certificate of merger satisfying the requirements of the DGCL and cause such certificate to be filed with the Secretary of State of the State of Delaware and (ii) execute articles of merger satisfying the requirements of the FBCA and cause such certificate to be filed with the Secretary of State of the State of Florida.

10. The Board of Directors and the proper officers of each of Masefield America, Inc., a Florida corporation, and Masefield America, Inc., a Delaware corporation, shall execute, acknowledge, deliver and perform any and all other agreements, instruments, certificates and other documents, pay such fees and taxes, give such notices, make such filings, obtain such governmental and third-party consents, and take such actions in the name and on behalf of Masefield America, Inc., a Florida corporation, and/or Masefield America, Inc., a Delaware corporation, as such persons may deem necessary or advisable to effectuate any of the provisions of this Agreement and Plan of Merger or of the merger provided for herein.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Agreement and Plan of Merger as of the date first set forth above.

MASEFIELD AMERICA, INC., a Florida corporation

By: 
Konhardt Scheepers, President

MASEFIELD AMERICA, INC., a Delaware corporation

By: 
Konhardt Scheepers, President