

Document Number Only

123155

C T Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone

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 -10/22/98-01074-023
 ****113.75 ****113.75

CORPORATION(S) NAME

Manatee Towing Company
 merged into:
 Coastal Tug and Barge, Inc

FILED
 OCT 22 PM 12:30
 SEAL OF THE STATE
 TALLAHASSEE, FLORIDA
 Meador

- () Profit
 () NonProfit
 () Limited Liability Company
 () Foreign
 () Amendment
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 () Mark
 () Limited Partnership
 () Reinstatement
 () Limited Liability Partnership
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 () Reservation
 () Photo Copies
 () Other
 () Change of R.A.
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X00789, 00710, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANATEE TOWING COMPANY, a Florida corporation 558411

INTO

COASTAL TUG AND BARGE, INC., a Florida corporation, 123155

File date: October 22, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
*Please back date
to date submitted*
Thanks

October 23, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: COASTAL TUG AND BARGE, INC.
Ref. Number: 123155

We have received your document for COASTAL TUG AND BARGE, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please state the date of adoption by the directors or the shareholders of the parent corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 998A00052330

ARTICLES OF MERGER
OF
MANATEE TOWING COMPANY
INTO
COASTAL TUG AND BARGE, INC.

98 OCT 28 PM 12:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: COASTAL TUG AND BARGE, INC. (the "Company") is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of MANATEE TOWING COMPANY ("Manatee"), a corporation organized under the laws of the State of Florida.

SECOND: The following Plan of Merger was adopted by the Board of Directors of the Company on October 14, 1998.

"PLAN OF MERGER"

WHEREAS, it is for the benefit and in the best interests of MANATEE TOWING COMPANY, a Florida corporation, that such corporation be completely liquidated by way of merger with and into COASTAL TUG AND BARGE, INC., a Florida corporation;

NOW, THEREFORE, IT IS

RESOLVED, that the Board of Directors adopt the following Plan of Complete Liquidation and Merger (the "Plan of Merger") of MANATEE TOWING COMPANY ("Manatee") into COASTAL TUG AND BARGE, INC. (the "Company") to-wit:

1. This Plan of Merger is intended to accomplish the complete liquidation of Manatee in conformity with the Internal Revenue Code of the United States of America.
2. Articles of Merger merging Manatee into the Company, the owner of all of the outstanding shares of stock of Manatee, shall be filed in the office of the Secretary of State of Florida pursuant to applicable provisions of the State of Florida Business Corporation Act.
3. Upon the filing of the Articles of Merger in the office of the Secretary of State of Florida and the issuance by such Secretary of State of a Certificate of Merger, Manatee shall cease to exist as a separate corporation and

Manatee shall be completely liquidated. No shares of stock of the Company shall be issued in connection with this Plan of Merger.

4. The directors and officers of the Company and Manatee, respectively, are authorized to take all other actions considered necessary or desirable by them to carry out the objectives of this Plan of Merger and which are not inconsistent with the terms of this Plan of Merger."

THIRD: The number of outstanding shares of the following subsidiary corporation and the number of shares of each class owned by the surviving corporation are:

<u>Subsidiary/Class of Stock</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
Manatee Towing Company/ Common Stock	1,000	1,000

FOURTH: The manner of converting the outstanding shares of the capital stock of the merged corporation into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger shall be canceled.

FIFTH: The mailing of the Plan of Merger to the shareholders of Manatee was waived by the Company, the sole shareholder of Manatee.

SIXTH: The effective date of these Articles of Merger is upon filing with the Secretary of State of Florida.

SIGNED this 21st day of October, 1998.

COASTAL TUG AND BARGE, INC.

By: 
Austin M. O'Toole
Senior Vice President and Secretary

MANATEE TOWING COMPANY

By: 
Austin M. O'Toole
Senior Vice President and Secretary