

118973

CT CORPORATION SYSTEM

FILED

01 DEC 28 PM 4:27

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Coastal Terminals, Inc. merging into: Coastal Fuels Marketing, Inc. (Surviving Corporation)

- ☐ Profit
☐ Nonprofit
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Reinstatement

☒ Merger

- ☐ Limited Partnership
☐ LLC
☒ Certified Copy

- ☐ Annual Report
☐ Name Registration
☐ Fictitious Name
☐ Photocopies

- ☐ Other
☐ Change of RA
☐ UCC
☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call If Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/01

Order#: 5016971
500004742985--2
-12/28/01--01055--027
*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COASTAL TERMINALS, INC., a Florida corporation, 192671

INTO

COASTAL FUELS MARKETING, INC., a Florida entity, 118973.

File date: December 28, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF
COASTAL TERMINALS, INC.
INTO

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COASTAL FUELS MARKETING, INC.

Pursuant to the provisions of section 607.1105, F.S. and in accordance with the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger.

1. The name and jurisdiction of the surviving corporation is:

<u>Name of Corporation</u>	<u>State</u>
Coastal Fuels Marketing, Inc.	Florida
2. The names of the corporations participating in the and in the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Coastal Fuels Marketing, Inc.	Florida
Coastal Terminals, Inc.	Florida
3. The Agreement and Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the board of directors of the surviving corporation on December 21, 2001 and Shareholder approval of the plan of merger was not required.
6. The Plan of Merger was adopted by the board of directors of the merging corporation on December 21, 2001 and Shareholder approval of the plan of merger was not required.

Duly executed by an elected officer of each company on December 26, 2001.

COASTAL TERMINALS, INC.

By David L. Siddall
DAVID L. SIDDALL, VICE PRESIDENT
Name and Title

Attested by:
Margaret E. Roark
Name: MARGARET E. ROARK
Title: ASSISTANT SECRETARY

COASTAL FUELS MARKETING, INC.

By David L. Siddall
DAVID L. SIDDALL, VICE PRESIDENT
Name and title

Attested by:
Margaret E. Roark
Name: MARGARET E. ROARK
Title: ASSISTANT SECRETARY

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the 21 day of December 2001, pursuant to Section 607.1101, F.S. of the laws of the state of Florida, between Coastal Terminals, Inc., a Florida corporation, and Coastal Fuels Marketing, Inc., a Florida corporation.

W I T N E S S E T H :

WHEREAS, the parties hereto desire to merge into a single corporation;

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Coastal Terminals, Inc., a Florida corporation, hereby merges into itself Coastal Fuels Marketing, Inc., a Florida Corporation, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

SECOND: The Certificate of Incorporation of Coastal Fuels Marketing, Inc., 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.

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

(a) The bylaws of Coastal Fuels Marketing, Inc., as they shall exist on the effective date of this merger, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Coastal Fuels Marketing, Inc., shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing of a Certificate of Merger with the Secretary of State of Florida.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation 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 merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees 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 in the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

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

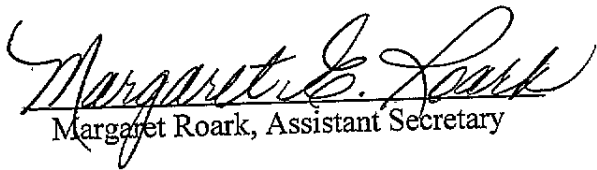
(a) Each share of common stock of Coastal Terminals, Inc., which shall be issued and outstanding on the effective date of this Agreement shall be converted into one (1) share of common stock of the surviving corporation.

(b) Each share of common stock of Coastal Fuels Marketing, Inc. shall be outstanding on the effective date of this merger, and all rights in respect thereof shall remain outstanding and shall not be affected by the merger.

(c) After the effective date of this merger, the shareholders of Coastal Terminals, Inc. shall surrender the certificates representing its shares of such corporation to the surviving corporation and such shareholders shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein shall be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange has taken place.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed by a duly elected officer of each party hereto as the respective act, deed and agreement of each of said corporations, as of the 21 day of December 2001.

ATTEST:

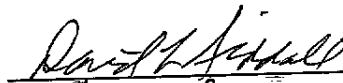

Margaret Roark, Assistant Secretary

COASTAL TERMINALS, INC.,
a Florida corporation

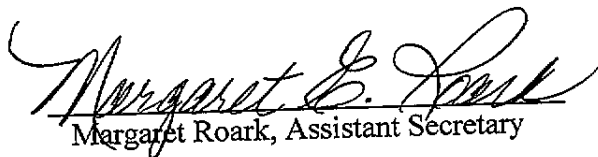
By:

Name:

Title:


DAVID L. SIDDALL
VICE PRESIDENT

ATTEST:

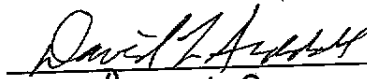

Margaret Roark, Assistant Secretary

COASTAL FUELS MARKETING, INC.,
a Florida corporation

By:

Name:

Title:


DAVID L. SIDDALL
VICE PRESIDENT