

**290766**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000158656 3)))



H100001586563ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000021  
Phone : (850)222-1092  
Fax Number : (850)878-5368**\*RE-SUBMIT\***Please retain original filing  
date of submission **7/9/10**

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
Halliburton International, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	95/6
Estimated Charge	\$70.00

10 JUL 9 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

C.COULLIETTE

JUL 19 2010

EXAMINER

7/9/2010



July 12, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ATLANTIC MINERALS AND PRODUCTS CORPORATION

ATTN: CRYSTAL BEISERT

2107 CITY WEST BLVD, BLDG 02, ROOM 1307B

HOUSTON, TX 77042US

SUBJECT: ATLANTIC MINERALS AND PRODUCTS CORPORATION

REF: 290766

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

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

You must have the statement about shareholder approval or directors approval of the merger with no shareholder approval 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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

FAX Aud. #: H10000158656  
Letter Number: 110A00016804

RECEIVED  
2010 JUL 13 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

FILED  
10 JUL 9 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Mergers are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Minerals and Products Corporation	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Halliburton International, Inc.	Delaware	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607,608,617 and/or 620, Florida Statutes.

**FOURTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation and the merging corporation on June 25, 2010 and shareholder approval was not required.

**FIFTH:** The attached plan of merger was approved by each other business entity that is a party of the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**SIXTH:** The effective date of the merger will be upon filing.

**SEVENTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

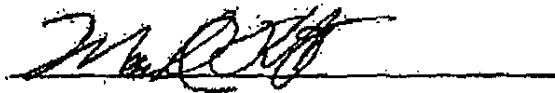
10200 Bellaire Blvd., Houston, Texas 77072

**SEVENTH:** If the surviving party is out-of-state entity, the surviving entity:

- a. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of each domestic corporation that is a party to the merger.
- b. Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

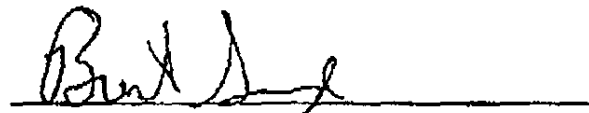
**EIGHTH:** Signatures for each party:

**Atlantic Minerals and Products Corporation**



Mark A. Krutsinger, Vice President & Assistant Secretary

**Halliburton International, Inc.**



Brent Savage, Vice President-Tax



## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is entered into in Harris County, Texas between Halliburton International, Inc., a Delaware corporation and Atlantic Minerals and Products Corporation, a Florida corporation (the "Acquired Company").

**WHEREAS**, the respective Boards of Directors of the parties have determined that the Merger (as defined below) is advisable and in the best interests of their respective stockholders and is consistent with and appropriate to their respective long-term strategies; and

**WHEREAS**, the respective Boards of Directors have approved and declared the Merger upon the terms and subject to the conditions in this Agreement and Plan of Merger and in accordance with the General Corporation Law of the State of Delaware and the applicable Florida Statutes;

**NOW, THEREFORE**, in consideration of the sum of ten dollars (\$10.00) and other valuable consideration, in hand paid by each to the other Halliburton International, Inc. and the Acquired Company hereby agree as follows:

1. The Acquired Company shall be merged with and into Halliburton International, Inc. (the "Merger"). Halliburton International, Inc. shall be the surviving Company ("Surviving Company").
2. The Merger shall be effective on the date the Certificate of Merger is filed with the Florida Secretary of State (the "Effective Time").
3. From and after the Effective Time the Surviving Company shall possess all of the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of the Acquired Company.
4. The Certificate of Incorporation of the Surviving Company in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Company until amended in accordance with applicable law. From and after the Effective Time each share of the Acquired Company shall be cancelled and extinguished without conversion thereof.
5. The ByLaws of Surviving Company in effect at the Effective Time shall be the ByLaws of the Surviving Company until amended in accordance with applicable law.
6. From and after the Effective Time, until their successors are duly elected or appointed and qualified in accordance with applicable law, (i) the directors of Surviving Company at the Effective Time shall be the directors of the Surviving Company, and (ii) the officers of Surviving Company at the Effective Time shall be the officers of the Surviving Company.
7. The parties each warrant to the other that the execution and delivery of this Agreement and Plan of Merger and the consummation of the transactions contemplated hereby are within their corporate powers and, except for the required approval of the shareholders of the parties, have been duly authorized by all necessary corporate action.

8. Notwithstanding anything contained in this Agreement and Plan of Merger to the contrary, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Time by:

- (a) mutual written agreement of the parties; or
- (b) either the Acquired Company or the Surviving Company upon written notice to the other party.

If this Agreement and Plan of Merger is terminated, it shall become void and of no effect with no liability on the part of any party hereto.

9. No provision of this Agreement and Plan of Merger shall be amended or waived prior to the Effective Time unless such amendment or waiver is executed by a duly authorized officer of each party.

10. This Agreement and Plan of Merger shall be governed by and construed in accordance with the Laws of the State of Delaware.

11. This Agreement and Plan of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

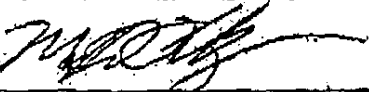
12. If any term, provision, covenant or restriction of this Agreement and Plan of Merger is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder shall remain in full force and effect and shall be in no way affected, impaired or invalidated so long as the economic or legal substance of the transactions contemplated hereby is not affected in any manner materially adverse to the parties.

IN WITNESS WHEREOF, the parties have hereunto caused this Agreement and Plan of Merger to be duly executed by their respective duly authorized officers effective as of the Effective Time.

HALLIBURTON INTERNATIONAL, INC.

By:   
Brent Savage  
Vice President-Tax

ATLANTIC MINERALS AND PRODUCTS, INC

By:   
Mark A. Krutinger  
Vice President & Assistant Secretary

