



357074

ACCOUNT NO. : 072100000032

REFERENCE : 212888 4336641

AUTHORIZATION :

COST LIMIT : \$ 105.00 *Patricia Pizito*

ORDER DATE : July 6, 2001

ORDER TIME : 9:57 AM

ORDER NO. : 212888-005

CUSTOMER NO: 4336641

CUSTOMER: Mr. Brady Long
Bracewell & Patterson
South Tower Pennzoil Place
711 Louisiana Street, Ste 2900
Houston, TX 77002

700004464087--1

ARTICLES OF MERGER

PAKHOED DRY BULK TERMINALS,
INC.-PORT MANATEE TERMINAL

INTO

KINDER MORGAN PORT MANATEE
TERMINAL LLC

*effective date
7-10-01*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*VB
7-9-01*

01 JUL -9 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JUL -9 AM 10:43
DIVISION OF CORPORATION

APPROVED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAKHOED DRY BULK TERMINALS, INC. - PORT MANATEE TERMINAL, A
FLORIDA ENTITY, 357074

INTO

KINDER MORGAN PORT MANATEE TERMINAL LLC. entity not qualified in
Florida

File date: July 9, 2001, effective July 10, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

APPROVED
FILED
01 JUL -9 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERGING
PAKHOED DRY BULK TERMINALS, INC. – PORT MANATEE TERMINAL,
a Florida corporation,
INTO
KINDER MORGAN PORT MANATEE TERMINAL LLC,
a Delaware limited liability company

The following Articles of Merger are submitted in accordance with Section 607.1109, Florida Statutes.

FIRST: The name, street address of its principal office, jurisdiction and type of entity for the merging entity (the "Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type</u>
Pakhoed Dry Bulk Terminals, Inc. – Port Manatee Terminal 2000 West Loop South, Suite 2200 Houston, Texas 77027	Florida	Corporation

357074

SECOND: The name, street address of its principal office, jurisdiction and type of entity for the surviving entity (the "LLC") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type</u>
Kinder Morgan Port Manatee Terminal LLC 500 Dallas Street, Suite 1000 Houston, Texas 77002	Delaware	Limited Liability Company

THIRD: The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 607.1108, Florida Statutes.

FOURTH: The attached Plan of Merger was adopted and approved by the Corporation in accordance with Chapter 607, Florida Statutes.

FIFTH: The Plan of Merger was approved by the LLC, in accordance with the applicable laws of the State of Delaware.

SIXTH: The merger shall become effective on July 10, 2001 at 12:00 noon Houston, Texas time.

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

SEVENTH: Inasmuch as the LLC, which is the surviving entity of the merger, is a limited liability company formed under the laws of the State of Delaware:

(A) The address of the principal office of the LLC is 500 Dallas Street, Suite 1000, Houston, Texas 77002.

(B) The LLC hereby appoints the Secretary of State of the State of Florida as its agent for service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or the rights of any dissenting shareholders of the Corporation.

(C) The LLC has agreed to promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of the States of Florida and Delaware and is not prohibited by the Limited Liability Company Agreement of the LLC.

NINTH: The Articles of Merger comply and were executed in accordance with the respective laws of the States of Florida and Delaware.

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TALLAHASSEE, FLORIDA

* * * * *

IN WITNESS WHEREOF, these Articles of Merger are hereby executed on behalf of Pakhoed Dry Bulk Terminals, Inc. – Port Manatee Terminal and Kinder Morgan Port Manatee Terminal LLC on July 5, 2001.

PAKHOED DRY BULK TERMINALS, INC.–
PORT MANATEE TERMINAL

By: Jean S. Warren
Name: Jean S. Warren
Title: Chairman & President

KINDER MORGAN PORT MANATEE
TERMINAL LLC

By: PAKHOED DRY BULK TERMINALS,
INC., the sole member of Kinder
Morgan Port Manatee Terminal LLC

By: Jean S. Warren
Name: Jean S. Warren
Title: President

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TALLAHASSEE, FLORIDA

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EXHIBIT A

PLAN OF MERGER
MERGING
PAKHOED DRY BULK TERMINALS, INC. – PORT MANATEE TERMINAL,
a Florida corporation,
INTO
KINDER MORGAN PORT MANATEE TERMINAL LLC,
a Delaware limited liability company

The following Plan of Merger, having been approved in accordance with the requirements of Section 607.1103, Florida Statutes, is submitted in accordance with Section 607.1108, Florida Statutes and the applicable laws of the State of Delaware.

FIRST: The name, jurisdiction and type of entity of the merging entity (the “Corporation”) are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Pakhoed Dry Bulk Terminals, Inc. – Port Manatee Terminal	Florida	Corporation

SECOND: The name, jurisdiction and type of entity of the surviving entity (the “LLC”) are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Kinder Morgan Port Manatee Terminal LLC	Delaware	Limited Liability Company

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

(A) **Merger.** Upon the terms and subject to the conditions hereof, and in accordance with the applicable provisions of this Plan of Merger, Chapter 607, Florida Statutes and the Delaware Limited Liability Company Act (the “DLLCA”), effective on the Effective Date (as defined below), the Corporation shall be merged with and into the LLC and the LLC shall continue to exist as the surviving entity of the merger and the separate existence of the Corporation shall cease.

(B) **Effective Date.** The merger shall become effective on July 10, 2001 at 12:00 noon Houston, Texas time (the “Effective Date”).

(C) **Effects of Merger.** The merger shall have the effects set forth in Chapter 607, Florida Statutes and the DLLCA.

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TALLAHASSEE, FLORIDA

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AND
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(D) Organizational Documents of Surviving Entity. The Certificate of Formation and Limited Liability Company Agreement of the LLC as in force and effect on the Effective Date shall continue to be the Certificate of Formation and Limited Liability Company Agreement, respectively, of the surviving entity until amended as therein provided and in the manner prescribed by the provisions of the DLLCA.

(E) Further Assurances. The board of directors and the proper officers of the Corporation and Pakhoed Dry Bulk Terminals, Inc., a Delaware corporation (the "Member"), as the sole member of the LLC, are hereby authorized, empowered and directed to do any and all lawful acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger provided for herein.

(F) Termination. At any time prior to the Effective Date, the board of directors of the Corporation, or any authorized committee thereof, or the Member, as the sole member of the LLC, may decide to terminate, and not to effect, the provisions of the Plan of Merger or the merger provided for herein.

FOURTH: The manner and basis of converting the shares of the Corporation and the membership interest of the LLC into a membership interest of the surviving entity is as follows:

Inasmuch as the Member is the owner of all issued and outstanding shares of capital stock of the Corporation and 100% of the membership interest of the LLC:

(A) The 100% membership interest that the Member owns in the LLC shall not be converted or otherwise affected by the merger provided for herein, but said membership interest shall continue to be outstanding and owned by the Member and shall continue to constitute 100% of the issued and outstanding membership interest of the surviving entity; and

(B) All of the issued and outstanding shares of capital stock of the Corporation shall, on the Effective Date, by virtue of the merger provided for herein and without any action on the part of the holder thereof, be cancelled and retired and cease to exist and the Member shall not be entitled to receive any shares of capital stock or other consideration therefor.

FIFTH: Management of the LLC is vested solely in the Member and not in any manager.

SIXTH: The board of directors of the Corporation and the Member, as the sole member of the LLC, are authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

01 JUL - 9 AM 11: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED