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MERGER OR SHARE EXCHANGE

SEAROCK, INC.

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**ARTICLES OF MERGER OF ALLIED MARINE GROUP, INC.  
WITH AND INTO SEAROCK, INC. ITS SUBSIDIARY CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida General Corporations Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a parent corporation into the undersigned subsidiary as the surviving corporation:

1. The names of the corporations which are parties to the within merger are Allied Marine Group, Inc., the Parent Corporation, and Searock, Inc., its Subsidiary. Searock, Inc. is the Surviving Corporation.

2. The Plan of Merger attached hereto as Exhibit "A" was approved by the Board of Directors of the undersigned, as the Surviving Corporation, in the manner prescribed by the Florida General Corporations Act.

3. The number of issued and outstanding shares of Common Stock of the Parent Corporation, and the number of such shares of Common Stock owned by the Surviving Corporation, are as follows:

Parent Corporation:  
Issued Shares 1,568

Surviving Corporation:  
Issued Shares 1,568

4. Waivers of the mailing requirement and consents to the Plan of Merger have been obtained from each shareholder of the Parent Corporation.

Dated: January 12 2004

SEAROCK, INC.

By: \_\_\_\_\_

GEORGE JOUSMA

Its: President

**PLAN OF MERGER OF ALLIED MARINE GROUP, INC. WITH AND INTO  
SEAROCK, INC., ITS SUBSIDIARY CORPORATION**

Plan of merger dated January 9, 2004, between Searock, Inc., hereafter called the surviving corporation, and Allied Marine Group, Inc., hereafter called the absorbed corporation.

**STIPULATIONS**

A. Searock, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1445 S.E. 16<sup>th</sup> Street, Fort Lauderdale, Florida 33316.

B. Searock, Inc. has a capitalization of Two Thousand (2,000) shares of Ten Cents (\$.10) par value Common Stock, of which One Thousand Three Hundred Fifty (1,350) shares are issued and outstanding.

C. Allied Marine Group, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1445 S.E. 16<sup>th</sup> Street, Fort Lauderdale, Florida 33316.

D. Allied Marine Group, Inc. has a capitalization of One Thousand Six Hundred Sixty Eight (1,668) authorized shares of Ten Cents (\$.10) par value Common Stock, of which One Thousand Five Hundred Sixty Eight (1,568) shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Allied Marine Group, Inc., the parent corporation, be merged into Searock, Inc., its subsidiary, pursuant to the provisions of Sections 607.1104 et seq. of the Florida General Corporations Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

**Section One. Merger.** Allied Marine Group, Inc. shall merge with and into Searock, Inc., which shall be the surviving corporation.

**Section Two. Name Change.** Searock, Inc. will amend its articles of incorporation to change its name to Allied Marine Group, Inc.

**Section Three. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Exhibit "A"

**Section Four. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of Common Stock of Allied Marine Group, Inc., with a par value of Ten Cents (\$.10) per share, issued and outstanding on the effective date of the merger shall be converted into one share of Common Stock of Searock, Inc., with a par value of Ten Cents (\$.10) per share, which shares of Common Stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of Common Stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of Common Stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of Common Stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them when such dividends are declared.

**Section Five. Changes in Articles of Incorporation.** The articles of incorporation, and amendments thereto, of the surviving corporation, Searock, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

**Section Six. Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Seven. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation and until their successors have been elected or appointed and qualified by the Board of Directors.

**Section Eight. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Nine. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

**Section Ten. Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State which shall be filed upon receipt of the waiver of mailing requirement and consent to Plan of Merger from all of the

Shareholders of Allied Marine Group, Inc. and Searock, Inc., and the resolutions by the Board of Directors of Allied Marine Group, Inc. and Searock, Inc. to adopt the Plan of Merger.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ALLIED MARINE GROUP, INC.

Dated: 1/12/04

By: *Frank Rziczewski*  
FRANK RZICZEWSKI  
Its: Vice President

Attest: *Patrick J. Brainard*  
By: PATRICK J. BRAINARD  
Its: Assistant Secretary

SEAROCK, INC.

Dated: 1/12/04

By: *George Jouska*  
GEORGE JOUSKA  
Its: President

Attest: *Carol S. Waxler*  
By: CAROL S. WAXLER  
Its: Secretary