

505168

ARTICLES OF MERGER
Merger Sheet

MERGING:

MORAN TOWING OF FLORIDA, INC., a FL Corp., #505168

~
INTO

MORAN TOWING CORPORATION, a New York corporation not qualified in
Florida.

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

505168



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202209 4324340

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 202209-025

CUSTOMER NO: 4324340

CUSTOMER: Ms. Debbie Kahn
Finn Dixon & Herling
1 Landmark Square
Suite 1400
Stamford, CT 06901

800002041148--6

ARTICLES OF MERGER

EFFECTIVE DATE

1/1/97

MORAN TOWING OF FLORIDA, INC.

INTO

MORAN TOWING CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

SP

merger

SP

12/30/96

FILED STATE
SECRETARY OF CORPORATIONS
96 DEC 30 PM 3:31

RECEIVED
96 DEC 30 PM 12:06
DIVISION OF CORPORATION

ARTICLES OF MERGER

OF

MORAN TOWING OF FLORIDA, INC.

AND

MORAN TOWING CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 30 PM 3:31

EFFECTIVE DATE

1/1/97

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

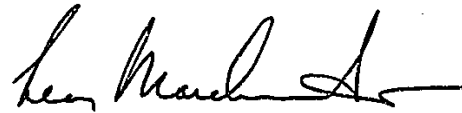
1. The Plan of Merger for merging Moran Towing of Florida, Inc., a Florida corporation and a wholly-owned subsidiary of Moran Towing Corporation, with and into Moran Towing Corporation, a New York corporation, is annexed hereto and made a part hereof.
2. Shareholder approval regarding the above-described merger was not required.
3. The date of adoption of the Plan of Merger by the board of directors of Moran Towing Corporation was as of December 19, 1996.
4. The merger of Moran Towing of Florida, Inc. with and into Moran Towing Corporation is permitted by the laws of the jurisdiction of organization of New York and has been authorized in compliance with said laws.

- 2 -

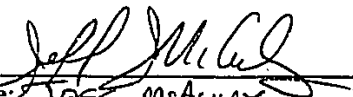
5. The effective date of the merger herein provided for in the State of Florida shall be January 1, 1997.

Executed on December 23, 1996.

MORAN TOWING OF FLORIDA, INC.

By: 
Name: ALAN MACCHISANO
Title: Secretary

MORAN TOWING CORPORATION

By: 
Name: JEFF McALARY
Title: Vice President

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PLAN OF MERGER

1. Moran Towing Corporation ("Parent"), which is a business corporation of the State of New York and is the parent corporation and the owner of all of the outstanding shares of Moran Towing of Florida, Inc. ("Subsidiary"), which is a business corporation of the State of Florida (originally incorporated under the name Florida Towing Company) and the subsidiary corporation, hereby merges Subsidiary into Parent pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the New York Business Corporation Law.
2. The separate existence of Subsidiary shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the New York Business Corporation Law.
3. The issued shares of Subsidiary shall not be converted in any manner, but each said share which is issued immediately prior to January 1, 1997 (the "Effective Date") shall be surrendered and extinguished.
4. If the sole shareholder of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote, dissents from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, such shareholder may be entitled, if it complies with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.
5. There are 200,000 shares of common stock of Moran Towing Corporation issued and outstanding. There are 250 shares of common stock of Moran Towing of Florida, Inc. issued and outstanding, all of which shares are owned by Moran Towing Corporation. Prior to the Effective Date, on December 31, 1996, Moran Towing of Miami, Inc. will merge with and into the Subsidiary, with the Subsidiary being the surviving corporation, and pursuant to such merger an additional 1,000 shares of common stock of the Subsidiary will be issued to Moran Towing of Miami, Inc.'s sole stockholder, Moran Towing Corporation.
6. The Board of Directors and the proper officers of Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of the merger herein provided for.
7. This Plan may be abandoned prior to the date of filing a Certificate of Merger in New York or Articles of Merger in Florida.

505168

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MORAN TOWING OF MIAMI, INC., a Delaware corp., #F92000000457

INTO

MORAN TOWING OF FLORIDA, INC., a Florida corporation, 505168.

File date: December 30, 1996 , effective December 31, 1996

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00