

668651



ACCOUNT NO. : 072100000032

REFERENCE : 896062 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 17, 1998

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ORDER NO. : 896062-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

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ARTICLES OF MERGER

DIXIE BARGE COMPANY & ATLANTIC
ENDEAVOR, INC.

INTO

DIXIE TOWING CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL 20 PM 1:40

RECEIVED
98 JUL 20 AM 8:32
DIVISION OF CORPORATION

merger
Sp 7/20/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ATLANTIC ENDEAVOR, INC., a FL corp., #K58985

DIXIE BARGE COMPANY, a FL corp., S66755

INTO

DIXIE TOWING CORP., a Florida corporation, 668651.

File date: July 20, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF DIXIE BARGE COMPANY AND ATLANTIC ENDEAVOR, INC.
WITH AND INTO DIXIE TOWING CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **DIXIE BARGE COMPANY**, a Florida corporation, **ATLANTIC ENDEAVOR, INC.**, a Florida corporation, and **DIXIE TOWING CORP.**, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Dixie Barge Company, Atlantic Endeavor, Inc., and Dixie Towing Corp. Dixie Towing Corp. is the surviving corporation.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.

4. The Plan of Merger was duly approved by the shareholders of each of Dixie Barge Company, Atlantic Endeavor, Inc., and Dixie Towing Corp. by unanimous written consent dated July 14, 1998.

5. The Plan of Merger was duly approved by the Board of Directors of each Dixie Barge Company, Atlantic Endeavor, Inc., and Dixie Towing Corp. by unanimous written consent dated July 14, 1998.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of JULY 14, 1998.

DIXIE BARGE COMPANY

By: [Signature]
Robert K. Gibbs, President

ATLANTIC ENDEAVOR, INC.

By: [Signature]
Robert K. Gibbs, President

DIXIE TOWING CORP.

By: [Signature]
Robert K. Gibbs, President

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 1:40

EXHIBIT A

PLAN OF MERGER

This **PLAN OF MERGER** is dated July 14, 1998 among **DIXIE TOWING CORP.**, a Florida corporation, **DIXIE BARGE COMPANY**, a Florida corporation, and **ATLANTIC ENDEAVOR, INC.**, a Florida corporation.

STIPULATIONS

A. Dixie Towing Corp. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2120 Corporate Square Boulevard, Suite 17, Jacksonville, FL 32216, and has a capitalization of 250,000 authorized shares of \$1.00 common stock, of which 230,000 shares are issued and outstanding.

B. Dixie Barge Company is a corporation organized and existing under the laws of the State of Florida with its principal office at 110 Bryan Street, Jacksonville, Florida 32202, and has a capitalization of 1,000 authorized shares of \$.01 common stock, of which 100 shares are issued and outstanding.

C. Atlantic Endeavor, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 110 Bryan Street, Jacksonville, Florida 32202, and has a capitalization of 750,000 authorized shares of \$.01 common stock, of which 10,000 shares are issued and outstanding.

D. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Dixie Barge Company and Atlantic Endeavor, Inc. be merged with and into Dixie Towing Corp. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation 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 1986, as amended.

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

1. **Merger.** Dixie Barge Company and Atlantic Endeavor, Inc. shall merge with and into Dixie Towing Corp., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of Dixie Barge Company and Atlantic Endeavor, Inc. shall cease, and Dixie Towing Corp., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Dixie Barge Company and Atlantic Endeavor, Inc., without the necessity for any separate transfer. Dixie Towing Corp., as the surviving corporation, shall then be responsible and

liable for all liabilities and obligations of Dixie Barge Company and Atlantic Endeavor, Inc., and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed Dixie Barge Company and the absorbed Atlantic Endeavor, Inc. into shares of the surviving Dixie Towing Corp. is as follows:

(a) On the effective date of the merger, each outstanding share of stock of Dixie Barge Company shall cease to be outstanding and canceled, and no payment shall be made nor consideration paid with respect thereto.

(b) On the effective date of the merger, each outstanding share of stock of Atlantic Endeavor, Inc. shall cease to be outstanding and canceled, and no payment shall be made nor consideration paid with respect thereto.

(c) Each issued and outstanding share of Dixie Towing Corp. common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of Dixie Towing Corp. common stock that are issued and outstanding.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving Dixie Towing Corp. shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving Dixie Towing Corp. shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving Dixie Towing Corp. shall continue to be the directors and officers of the surviving Dixie Towing Corp. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. Prohibited Transactions. None 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 corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. 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.

10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporations at any time prior to the effective date of the merger.

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

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 14th day of July, 1998.

DIXIE BARGE COMPANY

By: [Signature]

Name: Robert K. Gibbs
Its President

DIXIE TOWING CORP.

By: [Signature]

Name: Robert K. Gibbs
Its President

ATLANTIC ENDEAVOR, INC.

By: [Signature]

Name: Robert K. Gibbs
Its President