

F04 000007033

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12 JAN 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*nc
T Lewis*

JAN 30 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tarantin Tank & Equipment Co., Inc.
Name of Corporation

DOCUMENT NUMBER: FD4000007033

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas Tarantin
Name of Contact Person

Tarantin Industries Inc
Firm/Company

86 Vanderveer Road
Address

Freehold, NJ 07728
City/State and Zip Code

joannel@tarantin.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas Tarantin at (732) 780-9340-1143
Name of Contact Person Area Code & Daytime Telephone Number ^{EXT.}

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



January, 2012

Dear Customers, Vendors and Friends,

As you'll see in the attached press release, we are announcing a rebranding of our company name to Tarantin Industries, Inc. We believe the new name better represents the wide range of products and services we offer today.

However, while our name may be different, we want to assure you it's business as usual at Tarantin, with the same great products and excellent customer service you have come to expect. Please note that all of your contacts will remain the same, as will the mailing and billing addresses for our headquarters and regional distribution facilities.

For our customers, we will be implementing a company-wide, toll-free phone number (800-922-0724) to enhance customer service and simplify communication logistics. Our vendors and other callers may use our existing local phone numbers and extensions, all of which will remain in effect.

Feel free to contact us if you have any questions. As always, we thank you for your continuing support of Tarantin Industries, Inc.

Best regards,

A handwritten signature in black ink that reads "Thomas A. Tarantin". The signature is fluid and cursive, with a large loop at the end.

Thomas A. Tarantin
CEO

RECEIVED
12 JAN -4 AM 9:27
MILLERSVILLE, FLORIDA

"Tanks & Equipment Since 1983", "Leisure Lifestyle Products", & "Technical & Engineering Solutions"



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2012

THOMAS A. TARANTIN
TARANTIN INDUSTRIES, INC.
86 VANDERVEER ROAD
FREEHOLD, NJ 07728

SUBJECT: TARANTIN TANK & EQUIPMENT CO., INC.
Ref. Number: F04000007033

We have received your document for TARANTIN TANK & EQUIPMENT CO., INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The form should be accompanied by an original certificate for the domicile state issued within the past 90 days evidencing the name change.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 812A00001267

RECEIVED
12 JAN 30 AM 8:08
TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000007033
(Document number of corporation (if known))

FILED
12 JAN 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Tarantin Tank & Equipment Co., Inc.
(Name of corporation as it appears on the records of the Department of State)
2. New Jersey
(Incorporated under laws of)
3. December 7, 2004
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2012

5. Tarantin Industries, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

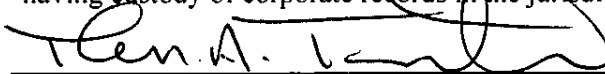
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

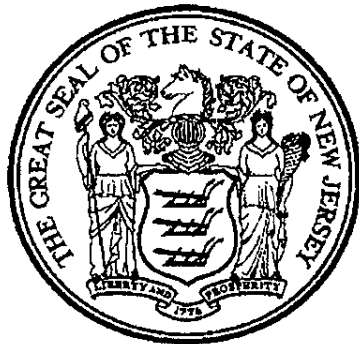
THOMAS A. TARANTIN
(Typed or printed name of person signing)

President
(Title of person signing)

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

TARANTIN INDUSTRIES, INC.
0100199567

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
December 15th, 2011
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



Certificate Number: 122436718

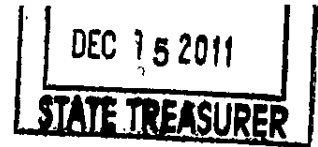
Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
16th day of December, 2011*

*Andrew P Sidamon-Eristoff
State Treasurer*

**CERTIFICATE OF MERGER
OF
MOSCAP ENGINEERING, LLC
INTO
TARANTIN TANK & EQUIPMENT COMPANY, INC.**



**To: Department of Treasury
State of New Jersey**

Pursuant to the provisions of the New Jersey Business Corporation Act and the New Jersey Limited Liability Company Act, respectively, the undersigned entities, Moscap Engineering, LLC, a New Jersey limited liability company, and Tarantin Tank & Equipment Company, Inc., a New Jersey corporation, hereby adopt and execute the following Certificate of Merger (the "Certificate"), for the purposes of merging Moscap Engineering, LLC into Tarantin Tank & Equipment Company, Inc.:

1. **Name and State of Formation of Entities.** The name and state of formation of the entities proposing to merge are as follows:

<u>Name</u>	<u>State of Formation</u>
Moscap Engineering, LLC a limited liability company	New Jersey
Tarantin Tank & Equipment Company, Inc. a corporation	New Jersey

2. **Plan of Merger.** The laws of the State of New Jersey permit such a merger, and the Plan of Merger has been approved, adopted and executed by the parties hereto in accordance with applicable law and a copy of such Plan of Merger is attached to this Certificate as and exhibit and made a part hereof.

3. **Approval of the Plan of Merger.**

(a) The Plan of Merger was approved without a meeting, by the Unanimous Consent in Writing of the Members of Moscap Engineering, LLC prior to the date of this Certificate of Merger and the number of membership units represented by such Unanimous Consent was 100 membership units of Moscap Engineering, LLC.

(b) The Plan of Merger was approved without a meeting, by the Unanimous Consent in Writing of the Shareholders of Tarantin Tank & Equipment Company, Inc. prior to the date of this Certificate of Merger and the number of shares represented by such Unanimous Consent was 308 shares of common stock of Tarantin Tank & Equipment Company, Inc.

4. **Name of Surviving Entity.** The name of the surviving entity is **TARANTIN INDUSTRIES, INC.**, a New Jersey corporation.


5. **Effective Date.** This Certificate of Merger and the Plan of Merger shall be effective on January 1, 2012, or upon the filing of this Certificate of Merger with the Department of Treasury of the State of New Jersey, if said filing occurs later than January 1, 2012.

[signatures continued to next page]


IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of

Merger to be signed this 1 day of December, 2011.

Moscap Engineering, LLC
a New Jersey limited liability company

By: 
Thomas A. Tarantin
Managing Member

Tarantin Tank & Equipment Company, Inc.
a New Jersey corporation

By: 
Thomas A. Tarantin, President

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan"), is made as of the 22nd day of November, 2012, by and between **MOSCAP ENGINEERING, LLC**, a New Jersey limited liability company ("Moscap"), and **TARANTIN TANK & EQUIPMENT COMPANY, INC.**, a New Jersey corporation ("Tarantin"), pursuant to which Moscap will merge with and into Tarantin pursuant to the applicable provisions of the New Jersey Business Corporation Act and the New Jersey Limited Liability Company Act.

BACKGROUND

A. Moscap and Tarantin are affiliated through common ownership and desire to combine their respective businesses by Moscap merging with and into Tarantin (the "Merger") and continue operations under the name Tarantin Industries, Inc.

B. The members and Managing Member of Moscap and the shareholders and Board of Directors of Tarantin believe that it is in the best interest of both of the respective companies as well as the members and shareholders of the respective companies that Moscap and Tarantin combine to form a single business entity through the Merger and desire to convert and merge Moscap into Tarantin and to consolidate the assets and liabilities of the two entities in accordance with the provisions of the New Jersey Business Corporation Act (the "Act"), and more particularly N.J.S.A. 14A:10-1.

THE PLAN

1. **Pre-Merger Cash Distribution by Moscap.** As of the Effective Date (as defined in this Plan), Moscap shall make a pre-merger distribution of all of its cash in the following two steps:

A. **Partial Redemption Distribution.** A cash distribution shall be made to Thomas A. Tarantin and to Richard Tarantin in partial redemption of their membership units. The cash distributed shall be the amount necessary to reduce Thomas A. Tarantin's membership units in Moscap from 80% of the outstanding membership units to 79.22% of the outstanding membership units, and to reduce Richard Tarantin's membership units in Moscap from 10% of the outstanding membership units to 9.09% of the outstanding membership units, all of such membership units being valued based upon Moscap's December 31, 2011 accrual basis book value; and

B. Pro-Rata Distribution. After the partial redemption distribution referred to in Subsection A above, the remaining cash shall be distributed on a pro rata basis to the Members based upon their remaining membership units [i.e. to Thomas A. Tarantin (79.22%), James Tarantin (11.69%) and Richard Tarantin (9.09%)].

2. Merger of the Companies. On the Effective Date, after accounting for the pre-merger cash distributions described in Section 1 above, Moscap shall merge with and into Tarantin and the separate existence of Moscap will cease. Tarantin shall continue as the surviving entity of the Merger under New Jersey law. Tarantin is the surviving corporation after the Merger and sometimes referred to in this Plan as the "Surviving Corporation".

3. Name of the Surviving Corporation. Following the Merger, the name of the Surviving Corporation shall be TARANTIN INDUSTRIES, INC.

4. Effects of the Merger. The effects of the Merger are as follows:

A. Rights of Succession. On the Effective Date, the separate existence of Moscap shall cease. All of the property, real, personal and mixed, of Moscap and Tarantin, and all debts due on whatever account to Moscap, including choses in action, shall be deemed to be transferred to and vested in the Surviving Corporation, without further action, and the title to any real estate, or any interest therein, if any, vested in Moscap and Tarantin shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall be responsible for all the liabilities of both Moscap and Tarantin. Liens upon the property of Moscap and Tarantin shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against Moscap and Tarantin may be prosecuted to judgments as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Any taxes, penalties and public accounts claimed against Moscap and Tarantin but not settled, assessed or determined prior to the Effective Date shall be settled, assessed or determined against the Surviving Corporation and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of the Surviving Corporation.

B. Certificate of Incorporation and By-Laws of the Surviving Corporation. On the Effective Date, Tarantin's Certificate of Incorporation, as then in effect, will become the Certificate of Incorporation of the Surviving Corporation and thereafter continue to be its Certificate of Incorporation until changed as provided by law. On the Effective Date, Tarantin's By-Laws, as then in effect, will become the By-Laws of the Surviving Corporation and thereafter continue to be its By-Laws until changed as provided by law.

5. Directors and Officers of the Surviving Corporation. On the Effective Date, the directors and officers of Tarantin, as then in office, will become the directors and officers of the Surviving Corporation, to serve in such capacity until the next annual meeting of the shareholders and of the directors, respectively, or until their successors have been duly elected and qualified.

6. **Membership Units of Moscap.** On the Effective Date, by virtue of the Merger, and without any action on the part of Tarantin, Moscap or their respective shareholders or members, each issued and outstanding membership unit of Moscap shall automatically be canceled and retired and shall cease to exist, and by reason of the identity of Moscap and Tarantin ownership at the time of the merger, all right, title and interest formerly represented by the Moscap membership units shall instead be included within the Tarantin stock ownership.

7. **Approval, Filing and Effectiveness.** A Certificate of Merger, a copy of which is attached hereto and made a part hereof as Exhibit A, will be executed and filed with the New Jersey Treasurer and shall provide that January 1, 2012, or upon the filing of the Certificate of Merger if said filing occurs later than January 1, 2012, will be the "Effective Date" of the Merger; provided, however, that this Plan shall have been duly approved in the manner required by New Jersey law and shall not have been terminated in accordance with Section 8 below.

8. **Termination.** This Plan may be terminated and the Merger abandoned by action of the Managing Member of Moscap or by action of the Board of Directors of Tarantin at any time prior to the Effective Date.

9. **Entire Agreement; Amendment of this Plan.** The foregoing Sections 1 through 8 constitute all of the terms and conditions of this Plan. This Plan may be amended, upon proposal by the Managing Member of Moscap and the Board of Directors of Tarantin, by the unanimous written consent of the Members of Moscap and the Shareholders of Tarantin at any time prior to the Effective Date.

EXHIBIT A

Certificate of Merger

{follows}

**CERTIFICATE OF MERGER
OF
MOSCAP ENGINEERING, LLC
INTO
TARANTIN TANK & EQUIPMENT COMPANY, INC.**

**To: Department of Treasury
State of New Jersey**

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Tarantin Tank & Equipment Company, Inc. a corporation	New Jersey

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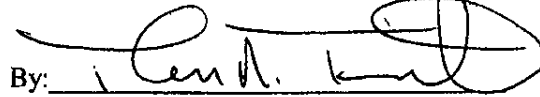
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[signatures continued to next page]

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of

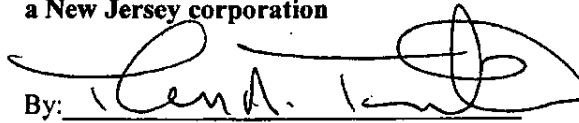
Merger to be signed this 1 day of December, 2011.

Moscap Engineering, LLC
a New Jersey limited liability company

By: 

Thomas A. Tarantin
Managing Member

Tarantin Tank & Equipment Company, Inc.
a New Jersey corporation

By: 

Thomas A. Tarantin, President