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Att: DARLENE  
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TALLAHASSEE, FLORIDA

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## MERGER OR SHARE EXCHANGE

## SMF ENERGY CORPORATION

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DIVISION OF CORPORATIONS

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02/15/07



February 14, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SMF ENERGY CORPORATION  
200 WEST CYPRESS CREEK ROAD  
SUITE 400  
FORT LAUDERDALE, FL 33309

SUBJECT: SMF ENERGY CORPORATION  
REF: F07000000786

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

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) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H07000040069  
Letter Number: 407A00011127

P.O. BOX 6327 - Tallahassee, Florida 32314



DAVIS GRAHAM & STUBBS LLP

February 14, 2007

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SMF Energy Corporation  
REF: F07000000786

Dear Sir or Madam:

Pursuant to your letter dated February 14, 2007 regarding the filing of the Articles of Merger for SMF Energy Corporation, a copy of which is enclosed with this letter, enclosed are the following: (a) electronic filing cover sheet, (b) Articles of Merger and (c) exhibit indicating the names, titles and addresses of the officers and directors of the surviving corporation. As provided in Section 607.0123(3) of the Florida General Corporation Act, I am requesting that the filing date of this document be February 13, 2007, the original date of filing for the Articles of Merger as this would have been the date applied had the original document not been deficient. Please contact me at (303) 892-7466 if you have any questions. Thank you for your assistance with this matter.

Sincerely,

Sara Stanley  
for

DAVIS GRAHAM & STUBBS LLP

Sara Stanley, 303 892 7466, sara.stanley@dgsllaw.com

#763195.1

www.dgsllaw.com

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes this 13<sup>th</sup> day of February, 2007.

**First:** The name and jurisdiction of the surviving corporation:

Name  
SMF Energy Corporation

Jurisdiction  
Delaware

Document Number  
F0700000786

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**Second:** The name and jurisdiction of the merging corporation:

Name  
Streicher Mobile Fueling, Inc.

Jurisdiction  
Florida

Document Number  
P96000084067

**Third:** The Agreement of Merger and Plan of Merger and Reorganization is attached.

**Fourth:** The merger shall become effective at 12:01 a.m., Eastern Time, on February 14, 2007.

**Fifth:** Adoption of Merger by surviving corporation – The Agreement of Merger and Plan of Merger and Reorganization was adopted by the board of directors of the surviving corporation on December 8, 2006 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation – The Agreement of Merger and Plan of Merger and Reorganization was adopted by the shareholders of the merging corporation on December 8, 2006.

**Seventh:** Signatures for Each Corporation

**STREICHER MOBILE FUELING, INC.**

By: 

Richard E. Gathright, President and Chief  
Executive Officer

**SMF ENERGY CORPORATION,**

By: 

Richard E. Gathright, President and Chief  
Executive Officer

ORGANIZATION SMF Energy Articles of Merger 02 13 07

**AGREEMENT OF MERGER AND  
PLAN OF MERGER AND REORGANIZATION**

ORGANIZATION SMF Energy Articles of Merger 02 13 07

**AGREEMENT OF MERGER AND  
PLAN OF MERGER AND REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION entered into as of the 13th day of February, 2007, by and between STREICHER MOBILE FUELING, INC., a Florida corporation ("STR"), and SMF ENERGY CORPORATION, a Delaware corporation ("SMF").

WHEREAS, the Board of Directors of STR and SMF have resolved that STR be merged, pursuant to the Florida Business Corporation Act ("FBCA") and Delaware General Corporation Law ("DGCL"), into a single corporation existing under the laws of the State of Delaware, to wit, SMF, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation");

NOW, THEREFORE, in consideration of the covenants and agreements herein made, and other good and valuable consideration, the adequacy and receipt of which is hereby acknowledged by the parties hereto, the parties agree as follows:

1. Merger. STR shall, at the Effective Date (defined below), merge ("Merger") with and into SMF, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect

2. Filings; Effects of Merger.

2.1 Approval by Shareholders of STR. This Agreement has been approved by the shareholders of STR in the manner provided by the applicable laws of the State of Florida.

2.2 Filing of Articles of Merger; Effective Date. If this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then duly authorized officers of the respective parties shall make and execute Articles of Merger and a Certificate of Merger and shall cause such documents to be filed with the State of Florida and the State of Delaware, respectively, in accordance with the laws of such States. The Merger shall become effective at 12:01 a.m., Eastern Time, on February 14, 2007 (the "Effective Date").

2.3 Certain Effects of Merger. On the Effective Date, the separate existence of STR shall cease, and STR shall be merged into SMF which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, duties and liabilities of STR; and all and singular, the rights, privileges, powers, and franchises of STR, and all property, real, personal, and mixed, and all debts due to STR on whatever account, as well as stock subscriptions, liens and all other things in action or belonging to STR, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of STR, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, shall not revert or be in any way impaired; but all rights of creditors and all liens

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upon any property of STR shall be preserved, unimpaired, and all debts, liabilities, and duties of STR shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of STR or the corresponding officers of the Surviving Corporation, may, in the name of STR execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all STR's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Corporation; Certificate of Incorporation; Bylaws; Directors; Officers.

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be SMF Energy Corporation.

3.2 Certificate of Incorporation. The Certificate of Incorporation of SMF in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3.3 Bylaws. The Bylaws of SMF, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3.4 Directors and Officers. At the Effective Date of the Merger, the members of the board of directors, the board committees, and the officers of STR in office at the Effective Date of the Merger shall become the members of the board of directors, board committees and the officers, respectively, of the Surviving Corporation, each of such directors, committee members and officers to hold office, subject to the applicable provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation and the DGCL, until his or her successor is duly elected or appointed and qualified.

4. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of STR and the nature and amount of securities of SMF which the holders of shares of STR common stock are to receive in exchange for such shares are as follows:

4.1 STR Common Stock. Each one share of STR common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of SMF common stock, and outstanding certificates representing shares of STR common stock shall thereafter represent shares of SMF common stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4.2 Options. Each option to acquire shares of STR's common stock outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an equivalent option to acquire, upon the same terms and conditions, the number of shares of the Surviving Corporation's common stock, which is equal to the number of shares of STR's common stock that the optionee would have received had the optionee exercised such option in full immediately prior to the Effective Date of the Merger (whether or not such option was then exercisable) and the exercise price per share under each of said options shall be equal to the exercise price per share thereunder immediately prior to the Effective Date of the Merger, unless otherwise provided in the instrument granting such option.

4.3 Other Rights. Any other right, including warrants, by contract or otherwise, to acquire shares of STR's common stock outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become a right to acquire, upon the same terms and conditions, the number of shares of the Surviving Corporation's common stock which is equal to the number of shares of STR's common stock that the right holder would have received had the right holder exercised such right in full immediately prior to the Effective Date of the Merger (whether or not such right was then exercisable) and the exercise price per share under each of said rights shall be equal to the exercise price per share thereunder immediately prior to the Effective Date of the Merger, unless otherwise provided in the agreement granting such right.

5. Abandonment of Merger. At any time before the Effective Date of the Merger and before filing the Certificate of Merger or Articles of Merger, this Agreement of Merger and Plan of Merger and Reorganization may be terminated and the Merger abandoned by the shareholders of STR.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on the date first above written.

STREICHER MOBILE FUELING, INC.,  
a Florida corporation

By: 

Richard E. Gathright, President and Chief  
Executive Officer

SMF ENERGY CORPORATION,  
a Delaware corporation

By: 

Richard E. Gathright, President and Chief  
Executive Officer



**SMF Energy Corporation  
200 West Cypress Creek Road, Suite 400  
Fort Lauderdale, FL 33309**

**Exhibit**

**Names, titles and addresses of the officers and directors of the surviving corporation, SMF Energy Corporation**

**Officers & Directors**

- |   |                   |  |
|---|-------------------|--|
| 1 | Full Name:        | Richard E. Gathright                                     |
|   | Officer/Director: | Officer, Director  |
|   | Officer's Title:  | President and CEO  |
|   | Director's Title: | Chairman   |
|   | Business Address: | 200 West Cypress Creek Road, Suite 400                   |
|   | City:             | Fort Lauderdale  |
|   | State:            | FL   |
|   | ZIP Code:         | 33309  |
| 2 | Full Name:        | Michael S. Shore   |
|   | Officer/Director: | Officer  |
|   | Officer's Title:  | Sr. VP, CFO and Treasurer                                |
|   | Director's Title: |  |
|   | Business Address: | 200 West Cypress Creek Road, Suite 400                   |
|   | City:             | Fort Lauderdale  |
|   | State:            | FL   |
|   | ZIP Code:         | 33309  |
| 3 | Full Name:        | Louise P. Lungaro  |
|   | Officer/Director: | Officer  |
|   | Officer's Title:  | Corporate Secretary and Dir. Corporate Services          |
|   | Director's Title: |  |
|   | Business Address: | 200 West Cypress Creek Road, Suite 400                   |
|   | City:             | Fort Lauderdale  |
|   | State:            | FL   |
|   | ZIP Code:         | 33309  |
| 4 | Full Name:        | Robert W. Beard  |
|   | Officer/Director: | Officer  |
|   | Officer's Title:  | Sr. VP, Marketing & Sales and Investor Relations Officer |
|   | Director's Title: |  |
|   | Business Address: | 200 West Cypress Creek Road, Suite 400                   |
|   | City:             | Fort Lauderdale  |
|   | State:            | FL   |

	ZIP Code:	33309
5	Officers & Directors Full Name:	Timothy E. Shaw
	Officer/Director:	Officer
	Officer's Title:	Sr. VP, Infor. Svcs. & Admin. and CIO
	Director's Title	
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309
6	Full Name:	Paul C. Vinger
	Officer/Director:	Officer
	Officer's Title:	Sr. VP, Corporate Planning & Fleet Oper.
	Director's Title	
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309
7	Full Name:	Eugene Wayne Wetzel
	Officer/Director:	Officer
	Officer's Title:	Sr. VP, Lubricants
	Director's Title	
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309
8	Full Name:	Gary G. Williams
	Officer/Director:	Officer
	Officer's Title:	Sr. VP, Commercial Operations
	Director's Title	
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309
9	Full Name:	Robert R. Creasman
	Officer/Director:	Officer
	Officer's Title:	VP, ESOH & Fleet Maintenance
	Director's Title	
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309

- 10 Full Name: Robert S. Picow  
Officer/Director: Director  
Officer's Title:  
Director's Title: Director  
Business Address: 200 West Cypress Creek Road, Suite 400  
City: Fort Lauderdale  
State: FL  
ZIP Code: 33309
- 11 Full Name: Wendell R. Beard  
Officer/Director: Director  
Officer's Title:  
Director's Title: Director  
Business Address: 200 West Cypress Creek Road, Suite 400  
City: Fort Lauderdale  
State: FL  
ZIP Code: 33309
- 12 Officers & Directors Full Name: Steven R. Goldberg  
Officer/Director: Director  
Officer's Title:  
Director's Title: Director  
Business Address: 200 West Cypress Creek Road, Suite 400  
City: Fort Lauderdale  
State: FL  
ZIP Code: 33309
- 13 Full Name: Nat Moore  
Officer/Director: Director  
Officer's Title:  
Director's Title: Director  
Business Address: 200 West Cypress Creek Road, Suite 400  
City: Fort Lauderdale  
State: FL  
ZIP Code: 33309
- 14 Full Name: Larry S. Mulkey  
Officer/Director: Director  
Officer's Title:  
Director's Title: Director  
Business Address: 200 West Cypress Creek Road, Suite 400  
City: Fort Lauderdale  
State: FL  
ZIP Code: 33309

15	Full Name:	C. Rodney O'Connor
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Director
	Business Address:	200 West Cypress Creek Road, Suite 400
	City:	Fort Lauderdale
	State:	FL
	ZIP Code:	33309