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MERGER OR SHARE EXCHANGE

TransMontaigne Product Services Inc.

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Merger

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**ARTICLES OF MERGER
of
Coastal Fuels Marketing, Inc.
into
TransMontaigne Product Services Inc.**


Pursuant to the provisions of the Florida Business Corporation Act, pursuant to Section 607.1105, the undersigned corporation adopts the following Articles of Merger:

1. Effective October 1, 2006, Coastal Fuels Marketing, Inc. ("CFM"), a Florida Corporation shall merge with TransMontaigne Product Services Inc. ("TPSI"), a Delaware corporation. TPSI shall be the surviving corporation without change to its Certificate of Incorporation (filed in Dover, Kent County, Delaware) or By-Laws and shall be thereafter governed by the laws of Delaware. The principle place of business of TPSI shall be 1670 Broadway, Suite 3100, Denver, Colorado, 80202.
2. All shares of stock of CFM shall be canceled and the surviving corporation shall own all assets and shall assume any subsidiary obligations.
3. Pursuant to Florida Business Corporation Act §607.1103(7)(a) and (b), TPSI shareholder approval shall not be required.
4. The Plan of Merger ("Plan of Merger"), was approved by the Board of Directors of CFM on September 28, 2006 and shareholder approval was not required.
5. The Plan of Merger was approved by the Board of Directors of TPSI on September 27, 2006 and shareholder approval was not required.
6. The Plan of Merger is attached.

Date: Sept. 28, 2006

TransMontaigne Product Services Inc.

By



Frederick W. Boutin, Senior Vice President

Date: Sept. 28, 2006

Coastal Fuels Marketing, Inc.

By



Frederick W. Boutin, Senior Vice President

PLAN OF MERGER

1. Effective October 1, 2006, Coastal Fuels Marketing, Inc. ("CFM"), a Florida Corporation shall merge with TransMontaigne Product Services Inc. ("TPSI"), a Delaware corporation. TPSI shall be the surviving corporation without change to its Certificate of Incorporation (filed in Dover, Kent County, Delaware) or By-Laws and shall be thereafter governed by the laws of Delaware. The principle place of business of TPSI shall be 1670 Broadway, Suite 3100, Denver, Colorado, 80202.
2. All shares of stock of CFM shall be cancelled and the surviving corporation shall own all assets and shall assume any subsidiary obligations.
3. Pursuant to Florida Business Corporation Act §607.1103(7)(a) and (b), TPSI shareholder approval shall not be required.
4. Pursuant to Florida Business Corporation Act §607.1103(a), CFM's sole shareholder, TransMontaigne Product Services Inc., was presented with the Plan of Merger ("Plan of Merger"), which had been approved by the Board of Directors of CFM. TransMontaigne Product Services Inc. approved the Plan of Merger by unanimous vote of its 300,784 issued shares of common stock in CFM.