

# J49615

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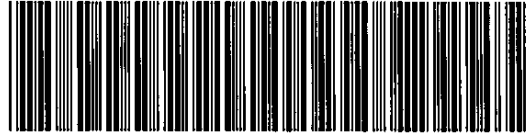
(Business Entity Name)

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08/02/08--01011--015 \*\*78.75

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06 AUG -2 AM 10:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
06 AUG -2 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*8/2/08*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

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CONTACT: TRICIA TADLOCK

DATE: 08-02-06

REF. #: 0699.55493

CORP. NAME: JFL-AMH ACQUISITION CORP.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 517970 FOR \$ 78.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER**  
**OF**  
**JFL-AMH ACQUISITION CORP.**  
**(a Florida Corporation)**  
**WITH AND INTO**  
**ATLANTIC MARINE HOLDING COMPANY**  
**(a Florida Corporation)**

06 AUG -2 AM 11:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1105 of the Florida Business Corporation Act, Atlantic Marine Holding Company, a Florida corporation ("Holding"), and JFL-AMH Acquisition Corp., a Florida corporation ("JFL-AMH"), hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Holding and JFL-AMH. Holding is the surviving corporation.
2. Attached hereto as Annex 1 and incorporated herein is the Plan of Merger with respect to the merger of JFL-AMH with and into Holding.
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 Florida Department of State.
4. The Plan of Merger was adopted by the shareholders of Holding, the surviving corporation, on July 28, 2006.
5. The Plan of Merger was adopted by the sole shareholder of JFL-AMH on July 28, 2006.

[Remainder of Page Intentionally Left Blank]

**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 August 2, 2006.

ATLANTIC MARINE HOLDING COMPANY

JFL-AMH ACQUISITION CORP.

By: George W. Gibbs  
Name: George W. Gibbs, III  
Title: Chairman and Chief Executive Officer

By: C. Alexander Husman  
Name: C. Alexander Husman  
Title: President and Secretary

**PLAN OF MERGER**

of

**JFL-AMH ACQUISITION CORP.**  
(a Florida corporation)

with and into

**ATLANTIC MARINE HOLDING COMPANY**  
(a Florida corporation)

This **PLAN OF MERGER** is dated as of August 2, 2006, between **JFL-AMH ACQUISITION CORP.**, a Florida corporation ("JFL-AMH"), and **ATLANTIC MARINE HOLDING COMPANY**, a Florida corporation (" Holding").

PRELIMINARY STATEMENT:

JFL-AMH, a wholly-owned subsidiary of JFL-AMH PARTNERS, LLC, a Delaware limited liability company ("Acquiror"), is a corporation organized and existing under the laws of the State of Florida.

Holding is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8500 Heckscher Drive, Jacksonville, Florida 32226.

JFL-AMH and Holding are hereby adopting this Plan of Merger, providing for the merger of JFL-AMH with and into Holding, with Holding being the surviving corporation (the "Merger").

Acquiror, JFL-AMH, Holding and George W. Gibbs, III, as holder representative, have entered into an agreement and plan of merger dated August 2, 2006 (the "Merger Agreement").

AGREEMENT

Accordingly, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, JFL-AMH and Holding hereby agree as follows:

## ARTICLE I

At the Effective Time (as defined in Article VI below), the Merger shall become effective, at which time the separate existence of JFL-AMH shall cease and JFL-AMH shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), with and into Holding, which shall continue its corporate existence and be the corporation surviving the Merger (the "Surviving Corporation").

## ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. At the Effective Time, the articles of incorporation attached hereto as Schedule A shall be the articles of incorporation of the Surviving Corporation until the same shall thereafter be amended in accordance with applicable law.

## ARTICLE III

At the Effective Time, the existing by-laws of JFL-AMH shall be the by-laws of the Surviving Corporation until the same shall thereafter be amended in accordance with applicable law.

## ARTICLE IV

At the Effective Time, the existing officers and directors of JFL-AMH shall be the officers and directors of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and have qualified, or their earlier death, resignation or removal.

## ARTICLE V

The manner and basis of converting the shares of capital stock of JFL-AMH and Holding shall be as follows:

1. Holding Stock. At the Effective Time, and subject to the terms and conditions of the Merger Agreement, the shares of voting common stock, par value \$1.00 per share, and the shares of non-voting common stock, par value \$1.00 per share, of Holding (each a "Holding Common Share" and, collectively, the "Holding Common Shares") issued and outstanding immediately prior to the Effective Time, other than shares held by a holder who demands and perfects his appraisal rights with respect to such shares in accordance with the FBCA and who does not effectively withdraw or lose such right to appraisal (the "Dissenting Shares"), shall be canceled and extinguished and automatically converted into the right to receive, as soon as practicable after the Effective Time, (A) an amount in cash, without interest, equal to \$2,577.02, (B) upon payment by the Surviving Corporation of the final excise tax payable by the Surviving Corporation pursuant to section 4978 of the Internal Revenue Code as a result of the Merger in respect of Holding's Employee Stock Ownership Plan and Trust, an amount in

cash equal to the difference, if any, between \$4.76 million and the final excise tax paid by the Surviving Corporation, divided by 54,515.531 and (C) upon release pursuant to the terms of an Escrow Agreement dated August 2, 2006 by and between Holding, Acquiror and George W. Gibbs, III (the "Escrow Agreement"), an amount in cash, plus any accrued interest, equal to the Per Share Released Escrowed Amount (the sum of (A), (B) and (C) being the "Final Per Share Merger Consideration"). "Per Share Released Escrowed Amount" means \$165.09 less any amounts used to satisfy the indemnification obligations in accordance with the terms of the Escrow Agreement and Article 9 of the Merger Agreement.

2. JFL-AMH Stock. At the Effective Time, each share of common stock, par value \$0.01 per share, of JFL-AMH ("JFL-AMH Stock") issued and outstanding immediately prior to the Effective Time, shall be converted into one validly issued fully paid and non-assessable share of the common stock, par value \$0.01 per share, of the Surviving Corporation, so that thereafter, Acquiror will be the sole and exclusive owner of all the issued and outstanding capital stock of the Surviving Corporation.

3. Dissenting Shares. Any Dissenting Shares shall not be converted into or represent a right to receive the Final Per Share Merger Consideration, but the holder thereof shall only be entitled to such rights as are granted to holders of Dissenting Shares under the FBCA, and payment for Dissenting Shares by Acquiror shall only be made as required by the FBCA. If any holder who demands appraisal of such shares under the FBCA effectively withdraws or loses (through failure to perfect or otherwise) his right to appraisal under the FBCA, then, as of the later of the Effective Time or the occurrence of such event, each of such holder's Holding Common Shares shall, without any action on the part of the holder thereof, be cancelled and extinguished and automatically converted into the right to receive the Final Per Share Merger Consideration.

4. Exchange of Certificates. Each holder of Holding Common Shares converted upon the Merger must surrender to Acquiror the certificate or certificates representing such shares, accompanied by a duly executed letter of transmittal in order to receive the Final Per Share Merger Consideration. Until such surrender, each certificate representing Holding Common Shares shall represent only the right to receive the Final Per Share Merger Consideration.

**ARTICLE VI**

This Plan of Merger and the Articles of Merger incorporating the terms of this Plan of Merger shall be filed and recorded in accordance with the laws of the State of Florida. The Merger shall become effective as of the time the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

**IN WITNESS WHEREOF**, the parties hereto have caused this Plan of Merger to be executed in their respective names by duly authorized officers as of August 2, 2006.

JFL-AMH ACQUISITION CORP.

By: C. Alexander Harman  
Name: C. Alexander Harman  
Title: President and Secretary

ATLANTIC MARINE HOLDING COMPANY

By: George W. Gibbs, III  
Name: George W. Gibbs, III  
Title: Chairman and Chief Executive Officer