

L04000054910

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EXAMINER

**PINEIRO, WORTMAN & BYRD, P.A.**  
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*<sup>AO</sup>Also admitted in Ohio*  
*<sup>AO</sup>Of Counsel*

December 28, 2007

***Via Federal Express***

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Registration Section Division of Corporations  
Articles of Merger  
Surviving Entity - Petroleum Marine Consultants, LLC

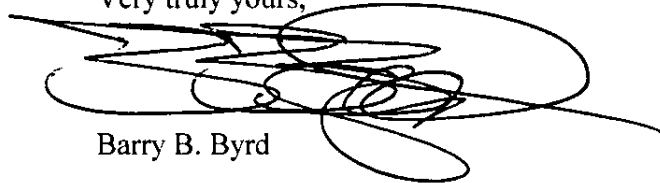
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Dear Sir or Madam:

Please find enclosed the Articles of Merger filed pursuant to Florida Statutes §607.1109, pursuant to which the Florida Corporation D&D and Company Holdings, Inc. (as the merging entity) is being merged into Petroleum Marine Consultants, LLC, a Florida limited liability company (as the surviving entity). Enclosed is the filing fee of \$70.00, together with an additional \$8.75 requesting a certified copy.

Should you need any further information concerning this matter, please contact the undersigned at your convenience.

Very truly yours,



Barry B. Byrd

BBB/mfd  
Enclosures  
cc: Paul Doyle

**ARTICLES OF MERGER  
For  
D&D AND COMPANY HOLDINGS, INC.**

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The following Articles of Merger are submitted to merge the following Florida Profit Corporations into the following Florida Limited Liability Company in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party is as follows:

# P03000112395  
**D&D AND COMPANY HOLDINGS, INC., a Florida  
corporation**

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

# L04000054910  
**PETROLEUM MARINE CONSULTANTS, LLC, a Florida  
limited liability company**

**THIRD:** The attached Plan of Merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, (which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State) is as follows: December 31, 2007.

**SIXTH:** If the surviving entity is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: N/A (The surviving entity is formed in the State of Florida).

**SEVENTH:** If the surviving entity is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S. – N/A (The surviving entity is formed in the State of Florida).

**EIGHTH:** If the surviving entity is an out-of-state entity not qualified to transact business in this state, the surviving entity:

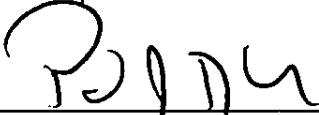
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.: - N/A (The surviving entity is formed in the State of Florida).

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes. - N/A (The surviving entity is formed in the State of Florida).

**NINTH:** Signature for Each Party:

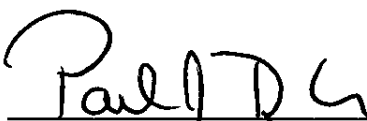
**MERGING ENTITY:**

D&D and Company Holdings, Inc.,  
a Florida corporation

By:   
Name: Paul J. Doyle  
Title: President, Director

**SURVIVING ENTITY:**

Petroleum Marine Consultants, LLC,  
a Florida limited liability company

By:   
Name: Paul J. Doyle  
Title: Manager

**Fees:** \$35.00 Per Party  
**Certified Copy (optional):** \$8.75

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**PLAN OF MERGER**  
**For**  
**D&D AND COMPANY HOLDINGS, INC.**  
**Merger Into**  
**PETROLEUM MARINE CONSULTANTS, LLC.**

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**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party is as follows:

**D&D AND COMPANY HOLDINGS, INC., a Florida corporation**

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

**PETROLEUM MARINE CONSULTANTS, LLC, a Florida limited liability company**

**THIRD:** The terms and conditions of the merger are as follows:

The Effective Date of the merger shall be December 31, 2007. Upon the Effective Date, D&D AND COMPANY HOLDINGS, INC. shall be merged into PETROLEUM MARINE CONSULTANTS, LLC, and the surviving entity shall continue unaffected and unimpaired by the merger, and shall possess and own all of the rights, privileges, powers, franchises, patents, trademarks, licenses, and registrations, both of a public and private nature, of the respective constituent entities, and shall be subject to all of the restrictions, disabilities and duties of each of the constituent entities so merged.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Prior to the Effective Date of the merger, the surviving entity, PETROLEUM MARINE CONSULTANTS, LLC, a Florida limited liability company, has been the subsidiary of the merging entity, D&D AND COMPANY HOLDINGS, INC., a Florida corporation. As the merging entity is the sole Member of the surviving entity, one hundred percent of the issued and outstanding common stock of D&D AND COMPANY

HOLDINGS, INC, by virtue of the merger, shall be converted into all of the issued Membership Interest of PETROLEUM MARINE CONSULTANTS, LLC, on a one-to-one basis, stock share for membership interest.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire the interest, shares, obligations or other securities of the merged party.

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows: - N/A

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Name:	Petroleum Marine Consultants, LLC
Business Address:	13833 Wellington Trace E-4, #207 Wellington, Florida 33414
Manager:	Paul J. Doyle
Manager Address:	13833 Wellington Trace E-4, #207 Wellington, Florida 33414

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: - N/A.

**EIGHTH:** Other provision, if any, relating to the merger are as follows: - None.

THIS PLAN OF MERGER is approved to be effective as of the 31<sup>st</sup> day of December, 2007:

**MERGING ENTITY:**

D&D and Company Holdings, Inc.,  
a Florida corporation

By: \_\_\_\_\_

Name: Paul J. Doyle

Title: President, Director

**SURVIVING ENTITY:**

Petroleum Marine Consultants, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Name: Paul J. Doyle

Title: Manager

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