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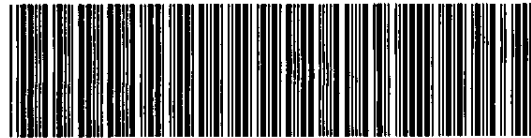
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12 JAN -9 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** International Shipping Partners, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

William B. Milliken, Esq.

Contact Person

Hayden, Milliken & Boeringer, P.A.

Firm/Company

2121 Ponce de Leon Blvd. Suite 730

Address

Miami, FL 33134

City, State and Zip Code

wmilliken@hayden-milliken.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William Milliken

Name of Contact Person

at ( 305 )

779-8320

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2011

WILLIAM B. MILLIKEN ESQ  
HAYDEN, MILLIKEN & BOERINGER PA  
2121 PONCE DE LEON BLVD., STE. 730  
MIAMI, FL 33134

SUBJECT: INTERNATIONAL SHIPPING PARTNERS, INC.  
Ref. Number: L57359

We have received your document for INTERNATIONAL SHIPPING PARTNERS, INC. and your check(s) totaling \$78.74. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

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) 245-6967.

Leslie Sellers  
Regulatory Specialist II

Letter Number: 111A00028567

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>International Shipping Partners, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
<u>PH 4770 Biscayne, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>International Shipping Partners, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, 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:

January 20, 2012

**SIXTH:** If the surviving party 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

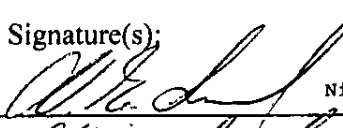

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
International Shipping Partners, Inc.		Niels-Erik Lund, President
PH 4770 Biscayne, LLC		Niels-Erik Lund, Manager

## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>International Shipping Partners, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
<u>PH 4770 Biscayne, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>International Shipping Partners, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

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

That when merged all of the assets and property of PH 4770 Biscayne, LLC (PH)  
and International Shipping Partners, Inc. (ISP) including liabilities, debts, cash on  
hand, credits, causes of action, claims and demands, and assets of any, and  
every nature in kind whatsoever, of which of the Parties hereto are now and shall  
be at the time as such merger possessed in any way are entitled to that the ISP  
shall by good and sufficient agreement assume and covenant to pay and satisfy all  
and every liabilities contracts and obligations of the Parties hereto, respectively as  
if the same had existed at the time of such merger.

The purpose of this merger is for ISP to acquire and take over all the property  
assets and all the debts and liabilities of PH 4770 Biscayne, LLC, specifically

*(Attach additional sheet if necessary)*

**[CONTINUATION TO THIRD PARAGRAPH]**

and including the ownership of that certain real estate identified as Condominium Units PH-000, PH-010, PH-020, PH-030, PH-040, PH-050 and PH-080 of 4770 Biscayne, a Condominium, according to the Declaration of Condominium recorded in Official Records Book 24679, Page 2726 and all Exhibits thereto, and as amended in Official Records Book 24864, Page 3041 and Official Records Book 25064, Page 2928, of the Public Records of Miami-Dade County, Florida.

Effective as of the consummation of the merger, the surviving company does assume all the liabilities and obligations of each of the corporations to be merged into it, including any tax liabilities or obligations arising out of or with respect to the corporate existence or privileges granted to or property owned or operations carried on by each of said companies prior to the merger; and the surviving corporation shall be responsible for said liabilities and obligations in the same manner as if the surviving corporation itself had incurred such liabilities and obligations.

That the Directors of the surviving ISP company shall not be changed. The Directors will remain as:

Niels-Erik Lund

Leif Juul Jorgensen

Kenneth T. Engstrom

William B. Milliken, Esq.

Lasse Moe



**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:

The sole shareholder of the surviving party is the same as the Manager and  
sole Member of the merging limited liability company. After the merger, that  
same individual will own 100% of the surviving corporation. No interests, shares,  
obligations or other securities are required to be converted in this merger.

*(Attach additional sheet if necessary)*

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:

The sole shareholder of the surviving party is the same as the Manager and  
sole Member of the merging limited liability company. After the merger, that  
same individual will own 100% of the surviving corporation. No rights to acquire  
interests, shares, obligations or other securities are required to be converted in  
this merger.

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

**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

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*