

L83800

ARTICLES OF MERGER
Merger Sheet

MERGING:

TREASURE COAST TOWING, INC., a Florida corporation, L83800

INTO

TREASURE COAST ACQUISITION CORP., a Delaware corporation not
qualified in Florida.

File date: November 17, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

L83800

ACCOUNT NO. : 072100000032

REFERENCE : 600740 4320229

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
97 NOV 17 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 13, 1997

ORDER TIME : 11:45 AM

ORDER NO. : 600740-005

CUSTOMER NO: 4320229

400002349084--6

CUSTOMER: Kelly A. Howley, Paralegal
Kilpatrick Stockton, LLP
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

ARTICLES OF MERGER

TREASURE COAST TOWING, INC.

INTO

TREASURE COAST ACQUISITION
CORP.

RECEIVED
97 NOV 17 PM 1:05
JAMES H. L. CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

[Handwritten signature]
11/18

ARTICLES OF MERGER
OF
TREASURE COAST TOWING, INC.
AND
TREASURE COAST ACQUISITION CORP.

FILED
97 NOV 17 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Treasure Coast Towing, Inc. with and into Treasure Coast Acquisition Corp.

2. The shareholders of Treasure Coast Towing, Inc. approved and adopted the Plan of Merger by written consent given by them on November 3, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Treasure Coast Towing, Inc. with and into Treasure Coast Acquisition Corp. is permitted by the laws of the jurisdiction of incorporation of Treasure Coast Acquisition Corp. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the sole shareholder of Treasure Coast Acquisition Corp. was executed on November 3, 1997.

Treasure Coast Towing, Inc.

By: Gale Davis
Name: GALE DAVIS
Capacity: PRESIDENT

Treasure Coast Acquisition Corp.

By: Frank Madonia
Frank Madonia, Vice President

PLAN OF MERGER adopted on November 3, 1997 by resolution of the Board of Directors of Treasure Coast Towing, Inc., a business corporation organized under the laws of the State of Florida, and adopted on November 3, 1997 by resolution of the Board of Directors of Treasure Coast Acquisition Corp., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Treasure Coast Towing, Inc., a business corporation organized under the laws of the State of Florida, and Treasure Coast Acquisition Corp., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Treasure Coast Towing, Inc. plans to merge is Treasure Coast Acquisition Corp.

1. Treasure Coast Towing, Inc. and Treasure Coast Acquisition Corp., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Treasure Coast Acquisition Corp. be merged with and into a single corporation, to wit, Treasure Coast Acquisition Corp., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Treasure Coast Towing, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Treasure Coast Towing, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and retired. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.