

MO2000002384

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000052605 3)))



H090000526053ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR -6 AM 8:58

FILED

RECEIVED

09 MAR -6 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

KALMAR INDUSTRIES USA LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$25.00

MO2-2384

Electronic Filing Menu

Corporate Filing Menu

M. THOMAS

MAR -9 2009

EXAMINER

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Kalmar Industries USA LLC
2. Jurisdiction of its organization: Texas
3. Date authorized to do business in Florida: 09/11/2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/31/2008
5. New name of the limited liability company: Cargotec Solutions LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C.," or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Leif Wallin, Manager

Typed or printed name of signee

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR - 6 AM 9:56

FILED

**AGREEMENT AND PLAN OF MERGER OF
KALMAR PORT EQUIPMENT SERVICE, LLC
WITH AND INTO
KALMAR INDUSTRIES USA LLC**

THIS AGREEMENT AND PLAN OF MERGER, dated December 15th 2008, is made and entered into by and between KALMAR PORT EQUIPMENT SERVICE, LLC, a Delaware limited liability company ("Port Equipment"), and KALMAR INDUSTRIES USA LLC, a Texas limited liability company ("Kalmar") (together, Port Equipment and Kalmar shall be referred to hereinafter as the "Merging Companies").

RECITALS

- A. Cargotec U.S. Manufacturing OY is the sole member and owns all of the issued and outstanding membership interest in Port Equipment and Kalmar.
- B. The sole member of Port Equipment and the sole member of Kalmar deem it to be in the best interest of the Merging Companies that Port Equipment merge with and into Kalmar (the "Merger").

AGREEMENTS

In consideration of the recitals and mutual agreements which follow, the parties agree as follows:

**ARTICLE I
PLAN OF MERGER**

1. At the "Effective Time" of the Merger (as defined in section 4 of this Agreement), Port Equipment will be merged with and into Kalmar in accordance with chapter 10 of the Texas Business Organizations Code and section 18-209 of the Delaware Limited Liability Company Act. After the Merger, Kalmar will be the surviving entity, and the separate existence and identity of Port Equipment shall cease.

2. At the Effective Time of the Merger:

(a) Kalmar shall possess all the rights, privileges, immunities and franchises, of a public nature as well as of a private nature, of each of the Merging Companies;

(b) All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares and all other chooses in action, and every interest, of or belonging to or due to each of the Merging Companies, shall be taken and deemed to be transferred to and vested in Kalmar without further act or deed;

(c) Title to any real estate, or any interest therein, vested in each of the Merging Companies shall not revert or be in any way impaired by reason of the Merger.

(d) Kalmar shall be responsible and liable for all the liabilities and obligations of each of the Merging Companies;

(e) Any claim existing or action or proceeding pending by or against either of the Merging Companies may be prosecuted to judgment as if the Merger had not taken place, or Kalmar may be substituted as the party in interest; and

(f) Neither the rights of creditors nor any liens upon the property of the Merging Entities shall be impaired by the Merger.

3. At the Effective Time of the Merger, the Certificate of Formation of Kalmar shall be amended to change its name. The Certificate of Amendment will be amended in its entirety to read as follows:

FIRST: The name of the Limited Liability Company is
CARGOTEC SOLUTIONS LLC

4. At the Effective Time of the Merger, the membership interest in Port Equipment shall be cancelled. All of the issued and outstanding shares of membership of the surviving entity shall remain outstanding and will not be affected by the Merger.

5. The Effective Time of the Merger shall be 11:59 pm Eastern Standard Time/10:59 pm Central Standard Time on December 31, 2008.

[Signature page to follow]

09 MAR -6 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, Port Equipment and Kalmar have caused this Agreement and Plan of Merger to be executed.

KALMAR INDUSTRIES USA LLC

BY Mike Manning
Mike Manning, President

KALMAR PORT EQUIPMENT SERVICE,
LLC

BY CARGOTEC U.S. MANUFACTURING
OY

BY Kai Sejalatti
Kai Sejalatti, Chairman

BY Otti Aaltonen
Otti Aaltonen, Director

FILED

09 MAR -6 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Form 622
(Revised 01/06)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



Certificate of Merger
Combination Merger
Business Organizations Code

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
DEC 29 2008
Corporations Section

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Kalmar Industries USA LLC

Name of Organization

The organization is a Limited Liability Company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

TX USA The file number, if any, is 0800094260

State

Country

Texas Secretary of State file number

Its principal place of business is 415 East Dundee Street

Ottawa

KS

Address

City

State

☒ The organization will survive the merger. ☐ The organization will not survive the merger.

☒ The plan of merger amends the name of the organization. The new name is set forth below.

Cargotec Solutions LLC

Name as Amended

Party 2

Kalmar Port Equipment Service, LLC

Name of Organization

The organization is a Limited Liability Company It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

DE USA The file number, if any, is

State

Country

Texas Secretary of State file number

Its principal place of business is 415 East Dundee Street

Ottawa

Address

City

☐ The organization will survive the merger. ☒ The organization will not survive the merger.

☐ The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____ It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

RECEIVED
Form 622

DEC 29 2008

Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR - 6 AM @ 58

FILED

State _____ Country _____ The file number, if any, is _____
Its principal place of business is _____
Address _____ City _____ State _____

- ☐ The organization will survive the merger. ☐ The organization will not survive the merger.
☐ The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended _____

- ☒ The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

By checking the following boxes, each domestic filing entity certifies that:

- ☒ A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
☐ On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger.

If a filing entity is to survive the merger, complete either A or B. If B is selected, provide relevant information in the space provided.

- ☐ A. No amendments to the certificate of formation of any filing entity that is a party to the merger are effected by the merger.
☒ B. The plan of merger effected changes or amendments to the certificate of formation of

Kalmar Industries USA LLC

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR -6 AM 8:58

FILED

Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip Code	

Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip Code	

Name				Jurisdiction		Entity Type (See instructions)	
Principal Place of Business Address				City		State Zip	

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

☐ The approval of the owners or members of _____
Name of domestic entity
 was not required by the provisions of the BOC.

- A. ☐ This document becomes effective when the document is accepted and filed by the secretary of state.
- B. ☒ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 11:59 pm EST/10:59 pm CST on Dec. 31, 2008
- C. ☐ This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

- ☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- ☒ In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR - 6 AM 0:58

FILED

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 8 2008

Kalmar Industries USA LLC

Managing Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Kalmar Port Equipment Services, LLC

Managing Entity Name

Mike Manning

Signature and title of authorized person

Mike Manning, Manager

Managing Entity Name

Signature and title of authorized person

FILED

09 MAR - 6 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Cargotec Solutions LLC
Filing Number: 800094260

Certificate of Merger

December 29, 2008

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 27, 2009.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR - 6 AM 8:58

FILED