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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

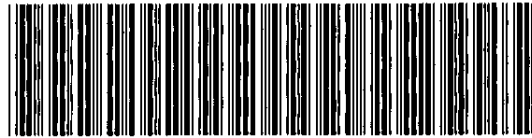
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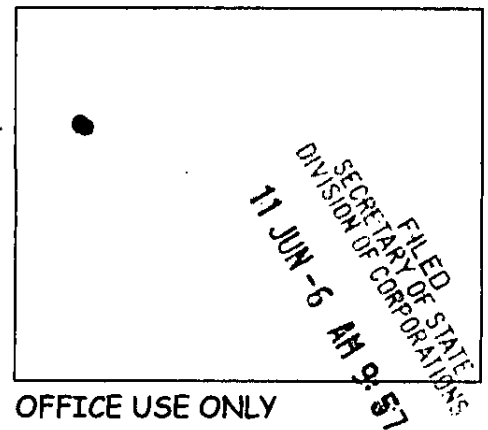
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DEPT. OF STATE
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FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



WALK-IN

ENTITY NAME:

CARIBBEAN TUG, LLC
Merging into: G&G SHIPPING, LLC

CK# 5233 FOR \$80.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF MERGER
MERGING
CARIBBEAN TUG, LLC
(a Florida Limited Liability Company)
WITH AND INTO
G&G SHIPPING, LLC
(a Delaware Limited Liability Company)**

This Certificate of Merger is submitted to merge the following Florida Limited Liability Company and Delaware Limited Liability Company in accordance with s. 608.438, Florida Statutes.

1. The exact name, entity type, and jurisdiction for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Caribbean Tug, LLC (Document # L09000064223)	Florida	LLC
G&G Shipping, LLC (File # 4924269)	Delaware	LLC

2. The exact name, entity type, and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
G&G Shipping, LLC (File # 4924269)	Delaware	LLC

3. The attached plan of merger was approved by Caribbean Tug, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

4. The attached plan of merger was approved by the surviving entity in accordance with the applicable laws of the State of Delaware.

5. The principal office address of the surviving entity in the state of Delaware is 160 Greentree Drive, Suite 101, Dover, DE 19904.

6. The surviving entity 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.

Executed on this 27th day of May, 2011.

G&G Shipping, LLC

By: Daniel J. Thorogood
Daniel J. Thorogood, Manager

Caribbean Tug, LLC

By: Michael Grandonico
Michael Grandonico, Manager

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Caribbean Tug, LLC (Document # L09000064223)	Florida	LLC
G&G Shipping, LLC (File # 4924269)	Delaware	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
G&G Shipping, LLC (File # 4924269)	Delaware	LLC

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

- (a) The Certificate of Formation of G&G Shipping, LLC, which is the surviving entity, in effect on the date of the merger, shall continue in full force and effect as the Certificate of Formation of the surviving entity.
- (b) The Operating Agreement of G&G Shipping, LLC, in existence on the date of the merger shall be and remain the Operating Agreement of the surviving entity until the same shall be altered, amended or repealed as therein provided.
- (c) The merger shall become effective on the date of filing with the Delaware Secretary of State.
- (d) Upon the merger becoming effective, all property, rights, privileges, immunities, powers, purposes, debts, obligations, and other assets and liabilities of every kind and description of the merged entity shall transfer to, vest in and devolve upon the surviving entity without further act or deed and all property, rights, and every other interest of the surviving entity and the merged entity shall be as effectively the property of the surviving entity as they were of the surviving entity and the merged entity respectively. The merged entity hereby agrees from time to time, as and when requested by the surviving entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving entity may deem necessary or desirable in order to vest in and confirm to the surviving entity title to and possession of any property of the merged entity acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers of the merged entity and the officers of the surviving entity are fully authorized in the name of the merged entity and the surviving entity, respectively, to take any and all such action.

FOURTH:

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

The surviving entity is the sole member of the merged entity and each membership interest in the merged entity on the effective date of this Plan of Merger, and all rights in respect thereof, shall not be converted in any manner but shall be surrendered and cancelled without consideration.

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

There are no rights to acquire shares of stock or other securities of the merged entity.