

M 20751

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

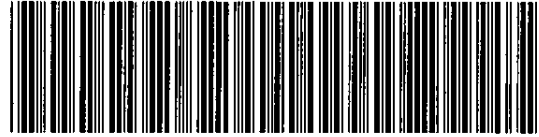
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/31/08--01010--009 **52.50

UD/with return & plan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 31 AM 10:05

T. Roberts NOV 05 2008



October 30, 2008

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

via Overnight Mail

Re: Dissolution of Martin Energy Services Company

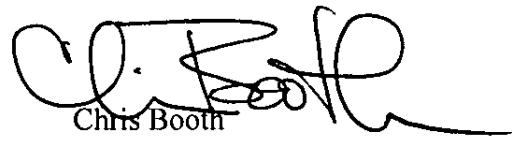
To Whom It May Concern:

Please find enclosed the documents applicable to the dissolution of Martin Energy Services Company. I have included the original documents as well as a copy for certification. I have also included a check in the amount of \$52.50 to cover the costs associated with this request. Please return a Certificate of Status and a certified copy of the enclosed to the following address:

Martin Resource Management Corporation
Attn: Chris Booth
P.O. Box 191
Kilgore, Texas 75663-0191

If you have any questions please feel free to contact me at (903) 988-6443 or via email at cbooth@martinmlp.com.

Sincerely,



Chris Booth
General Counsel

Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Martin Energy Services Company Dissolution

DOCUMENT NUMBER: M26751

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chris Booth

(Name of Contact Person)

Martin Resource Management Corporation

(Firm/Company)

P.O. Box 191

(Address)

Kilgore, Texas 75663-0191

(City/State and Zip Code)

For further information concerning this matter, please call:

Chris Booth

(Name of Contact Person)

at (903) 988-6443

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

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

STREET ADDRESS:

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

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 31 AM 10:05

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
Martin Energy Services Company

SECOND: The document number of the corporation (if known): M26751

THIRD: The date dissolution was authorized: October 29, 2008

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

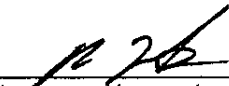
Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

its sole shareholder, Martin Resource Management Corporation
(voting group)

Signature: 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Ruben S. Martin, III
(Typed or printed name of person signing)

President
(Title of person signing)

Filing Fee: \$35

**PLAN OF DISSOLUTION
OF
MARTIN ENERGY SERVICES COMPANY**

This Plan of Dissolution (the "Plan") is intended to accomplish the dissolution and winding-up of Martin Energy Services Company, a Florida corporation ("MESC"), in accordance with the Florida Statutes §§607.1402 - 607.1406, as follows:

1. The Board of Directors of MESC (the "Board of Directors") has adopted this Plan as of October 29, 2008 (the "Adoption Date") and the sole shareholder of MESC approved this plan on the Adoption Date.

2. From and after the Adoption Date, MESC shall complete the following corporate actions:

(a) MESC shall pay or, as determined by the Board of Directors, make reasonable provision to pay, all claims, liabilities and obligations of MESC, including all unascertained, contingent, conditional or unmatured claims known to MESC and all claims which are known to MESC but for which the identity of the claimant is unknown;

(b) If any assets are held by MESC upon condition requiring return, transfer, or conveyance, which condition occurs by reason of this dissolution of MESC, then MESC shall return, transfer or convey such assets in accordance with such requirements;

(c) If any assets are held by MESC subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, then MESC shall transfer or convey such assets to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of MESC

(d) All assets of MESC remaining, after compliance with Sections 2(a), 2(b) and 2(c) above, shall be distributed in accordance with the provisions of MESC's Articles of Incorporation or Bylaws to the extent that they determine the distributive rights of the shareholders, or any class or classes of shareholders, and if not, then MESC's assets shall be distributed to its sole shareholder, Martin Resource Management Corporation. If and to the extent deemed necessary, appropriate or desirable by the Board of Directors, in their absolute discretion, MESC may establish and set aside a reasonable amount of cash and/or property (the "Contingency Reserve") to satisfy claims against and unmatured or contingent liabilities and obligation of MESC, including, without limitation, tax obligations, and all expenses of the sale of MESC's property and assets, of the collection and

defense of MESC's property and assets, and the liquidation and dissolution provided for in this Plan.

4. Any distributions to the stockholders of MESC pursuant hereto shall be in complete redemption and cancellation of all of the outstanding Common Stock of MESC. As a condition to receipt of any distribution to MESC's stockholders, the Board of Directors, in their absolute discretion, may require the stockholders to (i) surrender their certificates evidencing the Common Stock to MESC or its agents for recording of such distributions thereon or (ii) furnish MESC with evidence satisfactory to the Board of Directors of the loss, theft or destruction of their certificates evidencing the Common Stock, together with such surety bond or other security or indemnity as may be required by and satisfactory to the Board of Directors. As a condition to receipt of any final distribution to MESC's stockholders, the Board of Directors, in their absolute discretion, may require the stockholders to (i) surrender their certificates evidencing the Common Stock to MESC or its agent for cancellation or (ii) furnish MESC with such security or indemnity. The Company will finally close its stock transfer books and discontinue recording transfers of Common Stock on the earliest to occur of (i) the close of business on the record date fixed by the Board of Directors for the final liquidating distribution, (ii) the close of business on the date on which the remaining assets of MESC are transferred to the shareholders or (iii) such other date on which the Board of Directors, in accordance with applicable law, determines and close such stock transfer books, and thereafter certificates representing Common Stock will not MESC assignable or transferable on the books of MESC except by will, intestate succession, or operation of law.

5. If any distribution to a stockholder cannot MESC made, whether because the stockholder cannot MESC located, has not surrendered its certificates evidencing the Common Stock as required hereunder or for any other reason, the distribution to which such stockholder is entitled shall be transferred, at such time as the final liquidating distribution is made by MESC, to the official of such state or other jurisdiction authorized by applicable law to receive the proceeds of such distribution. The proceeds of such distribution shall thereafter be held solely for the benefit of and for ultimate distribution to such stockholder as the sole equitable owner thereof and shall be treated as abandoned property and escheat to the applicable state or other jurisdiction in accordance with applicable law. In no event shall the proceeds of any such distribution revert to or become the property of MESC.

6. After the Adoption Date, but subject to Section 2 above, the officers of MESC shall, at such time as the Board of Directors, in its absolute discretion, deems necessary, appropriate or desirable, obtain any certificates required from the Florida tax authorities and, upon obtaining such certificates, MESC shall file with the Secretary of State of the State of Florida Articles of Dissolution in accordance with Florida law. After the filing of the Articles of Dissolution, MESC shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind-up its business affairs and distribute its assets in accordance with this Plan.

8. In connection with and for the purposes of implementing and assuring completion of this Plan, MESC may, in the absolute discretion of the Board of Directors, pay any brokerage, agency, professional and other fees and expenses of persons rendering services to MESC in connection with the collection, sale, exchange or other disposition of MESC's property and assets and the implementation of this Plan.

11. MESC shall continue to indemnify its officers, directors, employees, agents and representatives in accordance with its certificate of incorporation, as amended, and by-laws and any contractual arrangements, for the actions taken in connection with this Plan and the winding-up of the affairs of MESC. The Board of Directors, in their absolute discretion, are authorized to obtain and maintain insurance as may be necessary or appropriate to cover MESC's obligation hereunder, including seeking an extension in time and coverage of MESC's insurance policies currently in effect.

12. The Board of Directors may modify, amend or abandon this Plan and the transactions contemplated hereby without further action by the stockholders to the extent permitted by the Florida law.

13. The Board of Directors of MESC is hereby authorized, without further action by MESC's stockholders, to do and perform or cause the officers of MESC, subject to approval of the Board of Directors, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable, in the absolute discretion of the Board of Directors, to implement this Plan and the transaction contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind-up its affairs.

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: Martin Energy Services Company

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

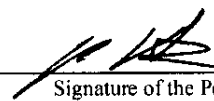
Claimant's name, date claim accrued, backup documentation for the claim
amount, and total amount of claim.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

Martin Energy Services Company
Attn: Chris Booth
P.O. Box 191
Kilgore, Texas 75663-0191

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Ruben S. Martin, III
Printed Name of the Person Filing


Signature of the Person Filing