

902000022565

SMITH  
SAUER  
& DEMARIA

ATTORNEYS AT LAW

Via Federal Express

February 21, 2002

*G. Thomas Smith*  
*Board Certified*  
*Real Estate Attorney*

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-02/25/02--01053--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Records Division  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

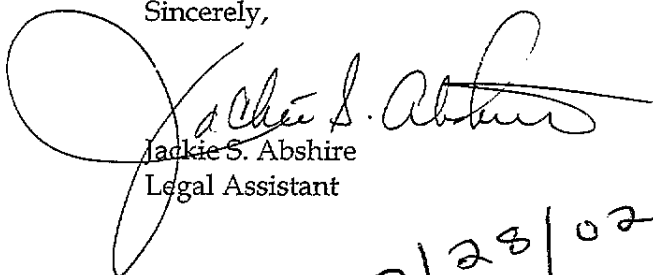
RE: Offshore International, Inc. & Offshore International Marine  
Personnel Services, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Merger for the above referenced corporations along with a check in the amount of \$70.00 to cover the filing fees. We have also enclosed copies of the Waivers for the meetings of the Shareholders and Directors and the Minutes of those meetings wherein the merger resolutions were unanimously approved by both corporations. Please return a copy of the Articles of Merger to me, date-stamped as evidence of filing.

Your time and attention to this matter are greatly appreciated and if you have any questions, please do not hesitate to give our office a call at (850) 434-2761.

Sincerely,

  
Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

2/28/02  
merger  
spayne

For. corp  
withdrew merger  
before Filed.  
was

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

OFFSHORE INTERNATIONAL, INC., a nonqualified Louisiana corp. at the time  
of the merger.

INTO

**OFFSHORE INTERNATIONAL MARINE PERSONNEL SERVICES, INC., a**  
Florida entity, P02000022565.

File date: February 25, 2002

Corporate Specialist: Susan Payne

FILED

02 FEB 25 AM 11:44

ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- I. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted an Agreement and Plan of Merger.
- II. The name of the surviving corporation is Offshore International Marine Personnel Services, Inc.
- III. The Agreement and Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101-607.11101 of the Florida Statutes (2001).
- IV. The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 21<sup>st</sup> day of February, 2002, by and between Offshore International, Inc., a Louisiana corporation authorized to do business in Florida under the name of Offshore International Marine Personnel Services, Inc. (Document Number F01000006472), and Offshore International Marine Personnel Services, Inc., a Florida corporation, collectively referred to as "constituent corporations".

RECITAL

The respective Boards of Directors of the constituent corporations deem it advisable that Offshore International, Inc., ("the disappearing corporation") authorized to do business in Florida under the name of Offshore International Marine Personnel Services, Inc., as of December 17, 2001, be merged into Offshore International Marine Personnel Services, Inc., ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607;

NOW THEREFORE, in consideration of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge.

1. AGREEMENT TO MERGE. The corporations shall be merged into the surviving corporation.
2. NAME OF MERGED CORPORATION. The name of the surviving corporation shall be Offshore International Marine Personnel Services, Inc.
3. OFFICE LOCATION OF SURVIVING CORPORATION. The principal office of the surviving corporation is to be located at 3718-A Navy Boulevard, Pensacola, Florida 32507.
4. PURPOSES OF SURVIVING CORPORATION. The purpose of the surviving corporation is (1) to conduct business as a marine employment agency, including but not limited to the placement of personnel in employment opportunities with

other companies and similar operations; and (2) to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporations Act.

5. AUTHORIZED SHARES OF SURVIVING CORPORATION. The present number of shares which the disappearing corporation is authorized to issue is 10,000 shares of \$1.00 par common stock. The present number of shares which the surviving corporation is authorized to issue is 10,000 shares each of \$1.00 par value common stock. The total number of shares of capital stock which are to be issued by the surviving corporation from and after the effective date of this merger is 10,000 shares of common stock having a par value of \$1.00 per share.

6. FIRST DIRECTORS. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. NAME AND ADDRESS OF AGENT OF CORPORATION. Thomas F. Brewer of 3718-A Navy Boulevard, Pensacola, FL 32507, shall be, and is hereby, appointed Resident Agent; the person on whom process, tax notices, and demands against said Offshore International Marine Personnel Services, Inc., or either of the constituent corporations, may be served.

8. MODE OF EFFECTING MERGER. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificates representing 10,000 shares in the disappearing corporation to the surviving corporation during the period beginning on February 21, 2002, and ending on March 21, 2002. Upon surrender to the surviving corporation of the certificates for outstanding shares of the disappearing corporation, there shall be issued to the shareholders, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the following numbers:

<u>Shareholders</u>	<u>Shares</u>
Thomas F. Brewer	1,000

9. REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION: POOLING OF INTEREST. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate state capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. BYLAWS. The bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

12. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. EFFECTIVE DATE OF AGREEMENT. This Agreement shall become effective on February 21, 2002. The term "effective date", wherever used in this Agreement shall mean the effective date herein described.

14. DIRECTORS' RIGHT TO ABANDON MERGER. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

#### EXECUTION

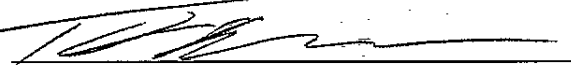
IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

- V. No changes in the Articles of Incorporation of the surviving corporation have been made.
- VI. This Agreement and Plan of Merger was adopted by the Shareholders of Offshore International Marine Personnel Services, Inc. on February 21, 2002.
- VII. This Agreement and Plan of Merger was adopted by the Shareholders of Offshore International, Inc. on February 21, 2002.

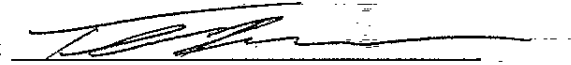
Dated - February 21, 2002.

Offshore International Marine  
Personnel Services, Inc.

By:

  
Thomas F. Brewer, President

Attest:

  
Secretary

(SEAL)

Offshore International, Inc.

By:

[Signature]  
Thomas F. Brewer, President

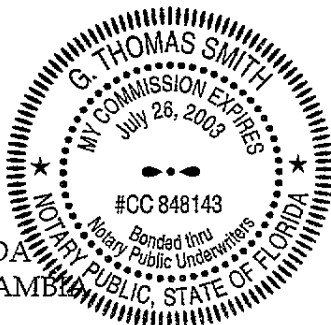
Attest:

[Signature]  
Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2002, by Thomas F. Brewer as President and Secretary of Offshore International Marine Personnel Services, Inc., a Florida corporation, on behalf of the corporation.

NOTARY STAMP:

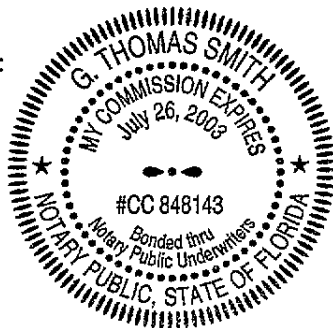


STATE OF FLORIDA  
COUNTY OF ESCAMBIA

[Signature]  
NOTARY PUBLIC  
Printed Name: G. Thomas Smith  
My Commission Expires:

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2002, by Thomas F. Brewer as President and Secretary of Offshore International, Inc., a Louisiana corporation, on behalf of the corporation.

NOTARY STAMP:



[Signature]  
NOTARY PUBLIC  
Printed Name: G. Thomas Smith  
My Commission Expires: