

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

Seabulk Offshore LLC

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2/26/2007

ARTICLES OF MERGER  
MERGING  
SEABULK ARIZONA U S A , INC.  
INTO  
SEABULK OFFSHORE LLC

\*\*\*\*\*

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with section 607.1109, Florida Statutes.

**FIRST:** The exact name, entity type and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Arizona U S A , Inc.	Florida	corporation

#P0300002495

**SECOND:** The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Offshore LLC	Delaware	limited liability company

**THIRD:** The attached Plan of Merger was approved by the merging domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the surviving limited liability company that is a party to the merger in accordance with the applicable laws of the State of Delaware.

**FIFTH:** The effective date of the merger is March 1, 2007.

**SIXTH:** The surviving entity's registered address in Delaware is:

1220 N. Market Street, Suite 804  
Wilmington, DE 19801

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**SEVENTH:** The surviving entity lists the following street address and mailing address of an office that the Florida Department of State may use for purposes of section 48.181, Florida Statutes:

Street Address: 2200 Eller Drive, Ft. Lauderdale, FL 33316

Mailing Address: P.O. Box 13038, Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, each party to the merger has caused these Articles of Merger to be signed by its authorized representative on February 26, 2007.

<u>Name</u>	<u>Signature</u>	<u>Name of Individual</u>
Seabulk Arizona U S A , Inc.	<u>SB Finch</u>	Stephen B. Finch, Vice President
Seabulk Offshore LLC	<u>SB Finch</u>	Stephen B. Finch, Vice President

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### PLAN OF MERGER

**FIRST:** The exact name, entity type and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Arizona U S A, Inc.	Florida	corporation

**SECOND:** The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Offshore LLC	Delaware	limited liability company

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

(a) The Certificate of Formation of Seabulk Offshore 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 Seabulk Offshore 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 March 1, 2007.

(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.

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**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 shareholder of the merged entity and each share of stock of the merged entity that is issued and outstanding 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.

**FIFTH:** The name and business address of the sole member of the survivor are as follows:

Seabulk Marine International Inc.  
2200 Eller Drive  
Ft. Lauderdale, FL 33316

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