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MERGER OR SHARE EXCHANGE

ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 29, 2003

ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.
8500 HECKSCHER DR.
JACKSONVILLE, FL 32226

SUBJECT: ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.
REF: P03000093117

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

The date of adoption and signing of the merger is not an acceptable date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000263468
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03 SEP -2 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**ARTICLES OF MERGER OF
ATLANTIC-AMI HOLDING COMPANY, INC. WITH AND INTO
ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **ATLANTIC-AMI HOLDING COMPANY, INC.**, a Florida corporation ("AMI Holding"), and **ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.**, a Florida corporation ("Florida Properties"), hereby submit the following Articles of Merger:


1. The names of the corporations that are parties to the merger are Atlantic-AMI Holding Company, Inc. and Atlantic Marine Property Holding Company, Inc. Atlantic Marine Property Holding Company, Inc. is the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.
4. The Plan of Merger was recommended to the sole Shareholder of AMI-Holding by its Board of Directors and was approved by its sole Shareholder on September 2, 2003.
5. The Plan of Merger was recommended to the sole Shareholder of Florida Properties by its Board of Directors and was approved by its sole Shareholder on September 2, 2003.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of September 2, 2003.

**ATLANTIC-AMI HOLDING
COMPANY, INC.**

By: 
Byron N. Thompson, Jr.
Secretary and Treasurer

**ATLANTIC MARINE PROPERTY
HOLDING COMPANY, INC.**

By: 
Byron N. Thompson, Jr.
Secretary and Treasurer

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Exhibit A**PLAN OF MERGER**

This **PLAN OF MERGER** is entered into as of September 2, 2003, between **ATLANTIC MARINE PROPERTY HOLDING COMPANY, INC.**, a Florida corporation ("Florida Properties"), and **ATLANTIC-AMI HOLDING COMPANY, INC.**, a Florida corporation ("AMI Holding") (together, hereinafter referred to as the "Constituent Corporations").

STIPULATIONS

A. AMI-Holding is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8500 Heckscher Drive, Jacksonville, Florida 32226, whose sole Shareholder is Atlantic Marine, Inc., a Florida corporation. AMI-Holding has a capitalization of 1,000 authorized shares of common stock, \$.01 par value per share, of which 100 shares are issued and outstanding.

B. Florida Properties is a corporation organized and existing under the laws of the State of Florida with its principal office at 8500 Heckscher Drive, Jacksonville, Florida 32226, whose sole Shareholder is Atlantic Dry Dock Corp, a Florida corporation. Florida Properties has a capitalization of 1,000 authorized shares of common stock, \$.01 par value per share, of which 100 shares are issued and outstanding.

C. The Boards of Directors of the Constituent Corporations deem it desirable and in the best interest of the Constituent Corporations that AMI Holding be merged with and into Florida Properties, pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

1. **Merger.** AMI Holding shall merge with and into Florida Properties, which shall be the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of AMI Holding shall cease, and Florida Properties, as the Surviving Corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of AMI Holding, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of AMI Holding, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

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3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed AMI Holding into shares of the Surviving Corporation is as follows:

- (a) On the effective date of the merger, each outstanding share of stock of AMI Holding shall cease to be outstanding and canceled, and no payment shall be made nor consideration paid with respect thereto.
- (b) Each issued and outstanding share of Florida Properties common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of Florida Properties common stock that are issued and outstanding.

4. **Shareholder.** The current sole Shareholder of Florida Properties shall remain as the sole Shareholder of the Surviving Corporation after the effective date of the Merger.

5. **Changes in Articles of Incorporation.** The current Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

6. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

7. **Directors and Officers.** The current directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

8. **Prohibited Transactions.** Neither of the Constituent Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

9. **Effective Date of Merger.** The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

10. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the absorbed corporation at any time prior to the effective date of the merger.

11. **Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

SEP-02-2003 TUE 10:01 AM SMITH HULSEY & BUSEY

FAX NO. 9043577712

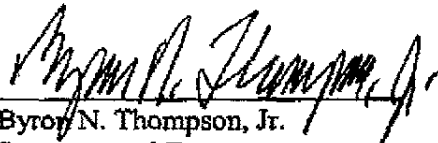
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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers as of the day and year first above written.

ATLANTIC MARINE PROPERTY
HOLDING COMPANY, INC.

ATLANTIC-AMI HOLDING
COMPANY, INC.

By: 
Byron N. Thompson, Jr.
Secretary and Treasurer

By: 
Byron N. Thompson, Jr.
Secretary and Treasurer

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