

P040000153207

(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



000045617260

02/08/05--01003--002 **35.00

02/08/05--01003--003 **35.00

02/08/05--01003--004 **35.00

02/08/05--01003--005 **52.50

2/8/05
merge
go

FILED
05 FEB -4 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHURGER DIVING & SALVAGE, INC.
3300 NWN RIVER DRIVE
MIAMI, FLORIDA 33142
TEL: 305-638-1095
FAX: 305-633-3681

February 1, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

RE: Schurger Diving & Salvage, Inc. and MACA Marine, Inc.
MERGING INTO: American - Carribbean Terminal, Inc.

Dear Sir :

I am enclosing the original and one copy of the following MERGING Documents :

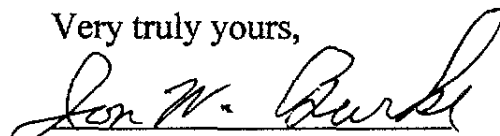
1. Schurger Resolution
2. MACA Marine Resolution
3. American - Carribbean Resolution
4. Plan of Merger
5. Articles of Merger
6. By-Laws of American-Carribbean
7. Minutes of First Meeting, American-Carribbean.

*all returned
but ART. + Plan
of merger.*

(B)

I am also enclosing three (3) checks for \$35.00 , one for each party, and a check for \$52.50 , for a certified copy of the merging documents. If there is any other documents , etc., that you need , please let me know. If not, please send me the certified copies as soon as possible.

Very truly yours,


Jon W. Burke

RECEIVED

05 FEB -4 AM 11:39

DIVISION OF CORPORATIONS

FILED

05 FEB -4 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American - Caribbean Terminal, Inc.	Florida	P04000153207

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Schurger Diving & Salvage, Inc.	Florida	H18558
Maca Marine, Inc.	Florida	P00000018863

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

January 21, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

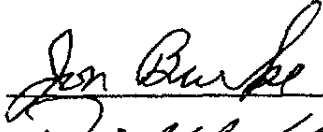

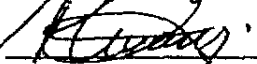


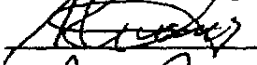


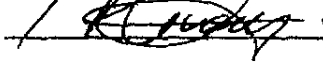
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

January 21, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
American-Caribbean		Jon Burke, Director
Terminal, Inc.		Reinaldo Valdes, Director
		Ricardo Arango, Director
Schurger Diving & Salvage,		Jon Burke, Director
Inc.		Reinaldo Valdes, Director
		Ricardo Arango, Director
Maca Marine, Inc.		Jon Burke, Director
		Reinaldo Valdes, Director
		Ricardo Arango, Director

PLAN OF MERGER

MERGER between American - Caribbean Terminal, Inc., a Florida corporation (the "Surviving Company"), Schurger Diving & Salvage, Inc. a Florida corporation, and Maca Marine, Inc. a Florida corporation (collectively the "Disappearing Companies"), (all companies collectively referred hereto as the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §607.1107 of the Florida Statutes (the "Statutes").

1. **Articles of Organization.** The Articles of Incorporation of the Surviving Company, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Company from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of the Constituent Companies.** Upon the Effective Date, each share of the Disappearing Companies common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for stock in the Surviving Company in accordance with this Plan. All stock of Surviving Company on the Effective Date shall continue as stock of the Surviving Company.
3. **Satisfaction of Rights of Disappearing Company's Shareholders.** All stock of Surviving Company into which Disappearing Companies' stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Companies shall cease, and the Surviving Company shall be fully vested in the Disappearing Companies' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1101 and §607.1107 of the Statutes.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Company shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Company or the Disappearing Companies as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.
6. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Articles of Merger, of which this Plan is a part, Disappearing Companies and Surviving Company shall cause their respective President and Shareholders to execute Articles of Merger in the form attached to this Plan and upon such execution

this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Company to the Florida Department of State. In accordance with §607.1101 and §607.1107 of the Statutes, the Articles of Merger shall specify the "Effective Date", which shall be the date of filing of the Articles of Merger.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, by the shareholders or by action taken by the Board of Directors, or may be amended or modified in whole or in part at any time before the vote of the Board of Directors of the Constituent Companies by an arrangement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter s long as such change is in accordance with the Statutes.
8. **Termination.** At any time before the Effective Date (whether before or after filing the Articles of Merger), this Plan may be terminated and the Merger Abandoned by mutual consent of the Boards of Directors of the Constituent Companies.