

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Resolve Equipment, Inc.

Certificate of Status	0
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Division of Corporations

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**ARTICLES OF MERGER
OF
RESOLVE MARINE SERVICES, INC.
a Florida corporation,
RESOLVE OCEAN TOWING, INC.
a Florida corporation,
RESOLVE OPA, INC.
a Florida corporation
AND
RESOLVE OFFSHORE, INC.
a Delaware corporation
INTO
RESOLVE EQUIPMENT, INC.
a Florida corporation**

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19 DEC 30 PM 3:42

The following Articles of Merger are submitted to merge the following Florida profit corporations and Delaware profit corporation in accordance with s. 607.1109, Florida Statutes:

1. The name, state of incorporation and document number of each of the merging corporations are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Resolve Marine Services, Inc.	Florida	J37946
Resolve Ocean Towing, Inc.	Florida	J51948
Resolve OPA, Inc.	Florida	P05000119300
Resolve Offshore, Inc.	Delaware	N/A

2. The exact name, state of incorporation and document number of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Resolve Equipment, Inc.	Florida	P05000139717

3. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2019.

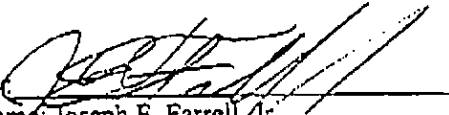
4. The Plan of Merger was adopted by the shareholders of the merging corporations on December 30, 2019.

5. The effective date of the merger shall be January 1, 2020.


6. Signature(s) for Each Party:

Merging Parties:


Resolve Marine Services, Inc.,
a Florida corporation

By: 
Name: Joseph E. Farrell, Jr.
Title: President


Resolve Ocean Towing, Inc.,
a Florida corporation

By: 
Name: Joseph E. Farrell, Jr.
Title: President

Resolve OPA, Inc.,
a Florida corporation

By: 
Name: Joseph E. Farrell, Jr.
Title: President

Resolve Offshore, Inc.,
a Delaware corporation

By: 
Name: Joseph E. Farrell, Jr.
Title: President

Surviving party:

Resolve Equipment, Inc.,
a Florida corporation

By: 

Name: Joseph E. Farrell, Jr.

Title: President

#67896367_v1

**PLAN OF MERGER
OF
RESOLVE MARINE SERVICES, INC.
a Florida corporation,
RESOLVE OCEAN TOWING, INC.
a Florida corporation,
RESOLVE OPA, INC.
a Florida corporation
AND
RESOLVE OFFSHORE, INC.
a Delaware corporation
INTO
RESOLVE EQUIPMENT, INC.
a Florida corporation**

This Plan of Merger (this "Plan") is entered into as of December 30, 2019, by and among Resolve Marine Services, Inc., a Florida corporation, Resolve Ocean Towing, Inc., a Florida corporation, Resolve OPA, Inc., a Florida corporation, Resolve Offshore, Inc., a Delaware corporation (collectively, the "Merging Entities"), and Resolve Equipment, Inc., a Florida corporation (the "Surviving Entity"). The parties hereby agree as follows:

1. The name, jurisdiction of incorporation and document number of the Merging Entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Resolve Marine Services, Inc.	Florida	J37946
Resolve Ocean Towing, Inc.	Florida	J51948
Resolve OPA, Inc.	Florida	P05000119300
Resolve Offshore, Inc.	Delaware	N/A

2. The name, jurisdiction of incorporation and document number of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Resolve Equipment, Inc.	Florida	P05000139717

3. The terms and conditions of the merger are as follows:

The Merging Entities shall be merged with and into the Surviving Entity, which shall be the surviving entity upon the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Entity shall succeed to all rights, assets, liabilities, and obligations of the Merging Entities, and the separate existence of each Merging Entity shall cease as of the effective date of the merger. The Articles of Incorporation of the Surviving Entity at the effective date of the merger shall be the Articles of Incorporation of the surviving entity.

4. The manner and basis of converting the shares of the Merging Entities into shares of the Surviving Entity shall be as follows:

The shares of common stock of each Merging Entity, issued and outstanding immediately prior to the effective date, all of which are held by Resolve Marine Group, Inc., shall be automatically be cancelled and no additional shares of the Surviving Entity shall be issued.

5. The names and addresses of each member of the Board of Directors of the Surviving Entity are as follows:

<u>Name</u>	<u>Address</u>
Joseph E. Farrell, Jr.	1512 SE 11 St., Fort Lauderdale, FL 33316
Mary Beth Farrell	1512 SE 11 St., Fort Lauderdale, FL 33316

6. The effective date of the merger shall be January 1, 2020.

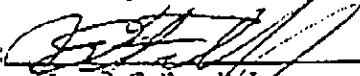
7. This Plan of Merger may be executed in counterparts, each of which shall be considered an original, and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

This Plan of Merger has been executed and delivered by the parties hereto as of the date first set forth above.

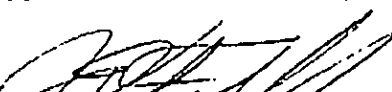
SURVIVING ENTITY:

RESOLVE EQUIPMENT, INC.

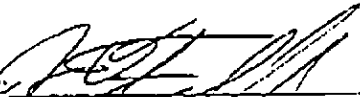
By: 
Name: Joseph E. Farrell, Jr.
Title: President

MERGING ENTITIES:


RESOLVE MARINE SERVICES, INC.

By: 
Name: Joseph E. Farrell, Jr.
Title: President


RESOLVE OCEAN TOWING, INC.

By: 
Name: Joseph E. Farrell, Jr.
Title: President

RESOLVE OPA, INC.

By: 
Name: Joseph E. Farrell, Jr.
Title: President

RESOLVE OFFSHORE, INC.

By: 
Name: Joseph E. Farrell, Jr.
Title: President