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2010 JAN -4 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

TB

JAN 12 2010



Plourde  
Bogue  
Moylan +  
Marino LLP

Boston + Providence

Marie D. Quattrucci  
mquattrucci@pbmmlegal.com

December 30, 2009

Florida Secretary of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Tugs Unlimited, Inc. (FL) "Surviving Entity"  
Tugs Unlimited, Inc. (RI) "Merging Entity"

Dear Sir/Madam:

This letter is to transmit the cover letter, Articles of Merger with the Plan of Merger attached and a check in the amount of \$70.00 to cover the filing fee.

If you have any questions, please contact our office.

Sincerely,

Marie D. Quattrucci  
Paralegal

Encs.

www.pbmmlegal.com  
+  
Direct correspondence to:  
50 Exchange Terrace  
Suite 320  
Providence, RI 02903  
Tel (401) 453-0550  
Fax (401) 421-7806

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Tugs Unlimited, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

**Richard Bogue, Esq.**

Contact Person

**Plourde, Bogue, Moylan & Marino, LLP**

Firm/Company

**50 Exchange Terrace, Suite 320**

Address

**Providence, Rhode Island 02903**

City/State and Zip Code

**mquatrucci@pbmmlegal.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Richard Bogue, Esq.**

Name of Contact Person

At ( **401** ) **453-0550 ext. 203**

Area Code & Daytime Telephone Number

☒ **Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)**

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Tugs Unlimited, Inc.</u>	<u>Florida</u>	<u>P09000081781</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Tugs Unlimited, Inc.</u>	<u>Rhode island</u>	

**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 after merger file date.)

**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 October 28, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 October 28, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Tugs Unlimited, Inc. (FL)

D. Scott Church

D. Scott Church, President, Secretary,

Treasurer and Director

Mary Lou Church, Vice Pres. and Director

Mary Lou Church

Tugs Unlimited, Inc. (RI)

D. Scott Church

D. Scott Church, President, Secretary and

Treasurer

Mary Lou Church, Vice President

Mary Lou Church

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tugs Unlimited, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Tugs Unlimited, Inc.</u>	<u>Rhode Island</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

**See attached Plan of Merger**

*(Attach additional sheets if necessary)*

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

None

## PLAN OF MERGER

PLAN OF MERGER dated as of October 28, 2009, by and between Tugs Unlimited, Inc., a Rhode Island corporation, (the "Merged Corporation"), and Tugs Unlimited, Inc., a Florida corporation, (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation shall herewith be referred to collectively, as the "Corporations."

### WITNESSETH:

WHEREAS, the Merged Corporation is a corporation organized and existing under the laws of the State of Rhode Island, and the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the Corporations have authorized and issued and outstanding shares as follows:

<u>Corporation</u>	<u>Shareholder</u>	<u>Shares of Stock Issued</u>
Tugs Unlimited, Inc. (RI)	Tugs Unlimited, Inc. (FL)	100
Tugs Unlimited, Inc. (FL)	D. Scott Church	26
	Mary Lou Church	26
	Mary Lou Church Irrevocable Trust	48

WHEREAS, the respective Shareholders of the Corporations have deemed it advisable that the Merged Corporation be merged into the Surviving Corporation under the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.



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NOW, THEREFORE, it is agreed that, pursuant to the applicable provisions of the Rhode Island General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall be the surviving corporation and the terms and conditions of such merger shall be as hereinafter set forth.

1. EFFECTIVE DATE: The merger shall become effective on the date of filing of the Articles of Merger.

2. MERGER: At the effective date that the Merged Corporation shall be merged into the Surviving Corporation, the separate existence of the Merged Corporation shall cease, and Surviving Corporation shall continue to exist by virtue of and be governed by the laws of the State of Florida and shall continue to be known as the Tugs Unlimited, Inc. After the effective date, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporation shall not revert or be in any way impaired by reason of such merger. Such Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claims existing or actions or proceeding pending by or against such corporation may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger.

3. BYLAWS: The bylaws of the Surviving Corporation, as of the effective date of merger, shall continue to be the bylaws of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the bylaws adopted by the shareholder of the Surviving Corporation.

4. OFFICERS: The officers of the Surviving Corporation immediately prior to the merger shall continue to be the officers of the Surviving Corporation.

5. SHARES: The mode of carrying into effect the merger provided for in this Agreement shall be as follows: Due to the common ownership, the issuance of additional shares and stock certificates is unnecessary.

6. FURTHER ACTS OR DOINGS: If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper shareholders of the Merged Corporation and the proper shareholders of the Surviving Corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Corporation or otherwise to vest, perfect, or confirm title to such property in the Surviving Corporation, and otherwise carry out the purpose of this Plan of Merger.

**[SIGNATURES TO FOLLOW]**

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

WITNESSED:

TUGS UNLIMITED, INC. (Florida)

Barbara A. Mooney By:

D. Scott Church  
D. Scott Church, President

TUGS UNLIMITED, INC. (Rhode Island)

Barbara A. Mooney By:

D. Scott Church  
D. Scott Church, President

STATE OF Rhode Island  
COUNTY OF Providence

On this 11<sup>th</sup> day of November, 2009, before me, the undersigned notary public, personally appeared the above-named D. Scott Church as President of Tugs Unlimited, Inc., a Florida corporation, personally known to the notary or proved to the notary through satisfactory evidence of identification, which was \_\_\_\_\_, to be the person whose name is signed on the preceding document or attached document, and acknowledged to the notary that he/she signed it voluntarily for its stated purpose.

Barbara A. Mooney  
(Print Name of Notary Public): Barbara A. Mooney  
My commission expires: 11/10/13

(Seal)

STATE OF Rhode Island  
COUNTY OF hempstead

On this 11<sup>th</sup> day of November, 2009, before me, the undersigned notary public, personally appeared the above-named D. Scott Church as President of Tugs Unlimited, Inc. a Rhode Island corporation, personally known to the notary or proved to the notary through satisfactory evidence of identification, which was \_\_\_\_\_, to be the person whose name is signed on the preceding document or attached document, and acknowledged to the notary that he/she signed it voluntarily for its stated purpose.

Barbara A. Mooney  
(Print Name of Notary Public): Barbara A. Mooney  
My commission expires: 11/10/13

(Seal)

Agreements/Seaboats/Merger/TugsUnlimited/Plan of Merger