

P10000053369

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

O.K. to correct per phone
call - 08-06-10 with
Mr. Millman c.c.

Office Use Only



900182828989

07/26/10--01014--020 **35.00

08/03/10--01001--005 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG -6 AM 8:45

Merger
C.COULLIETTE

AUG 06 2010

EXAMINER

MILLMAN LAW FIRM
WHITE PLAINS PLAZA
ONE NORTH BROADWAY, SUITE 800
WHITE PLAINS, NEW YORK 10601
(914) 684-6518

PAUL M. MILLMAN
SUSAN E. HERZOG

July 20, 2010

Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: Kroon Shipping Corporation Merger Documents

Dear Division of Corporations:

Enclosed herewith please find original and copy of:

1. Check in the sum of \$35;
2. Articles of Merger;
3. Plan of Merger; and
4. Minutes of Joint Meeting of Corporations with waiver.

Please file the original and stamp the copy and return in the self addressed stamped envelope.

Please call 1-800-651-6518 with any questions.

Very truly yours,



PAUL M. MILLMAN

KroonShipping-Merger-ltr-July2010



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 26, 2010

MILLMAN LAW FORM
PAUL M. MILLMAN
ONE NORTH BROADWAY, STE 800
WHITE PLAINS, NY 10601

SUBJECT: KROON SHIPPING CORPORATION
Ref. Number: P10000053369

We have received your document for KROON SHIPPING CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

You will need to remove the "minutes of the meeting" from your merger filing and on the articles of merger you will need to show the manner of adoption for the merger and the date the adoption was approved.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 410A00018019

RECEIVED
2010 AUG -2 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THANKS.

(1) Attached is ~~one~~ extra \$35.00
check &
corrected Articles.

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section (s) 607.1109, 608.4382, and/or 620.203 Florida statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kroon Shipping Corporation 649 Route 206, Unit 9-302 Hillsborough, NJ 08844	New Jersey	Corporation

Florida Document/Registration Number: N/A FEI Number: 22-3269710

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kroon Shipping Corporation 2655 Le Jeune Road # 815 Coral Gables, FL 33134	Florida	Corporation

Florida Document/Registration Number: P10000053369
FEI Number: 22-3269710

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

10 AUG -6 AM 8:45

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FIFTH: If not incorporated, organized or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

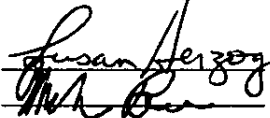
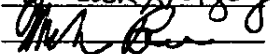
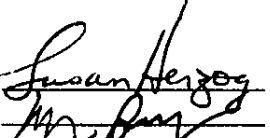
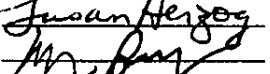
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Kroon Shipping Corporation (Florida)	 	Susan Herzog Michael Berg
Kroon Shipping Corporation (New Jersey)	 	Susan Herzog Michael Berg

Merger adopted by resolution dated July 2, 2010.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name, address and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kroon Shipping Corporation	New Jersey

649 Route 206, Unit 9-302
Hillsborough, NJ 08844

SECOND: The exact name, address and jurisdiction of each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kroon Shipping Corporation	Florida

2655 Le Jeune Road # 815
Coral Gables, FL 33134

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

Merger of all assets of liabilities into Florida Corporation. All shareholders of both entities consent to same. There are no dissenting shareholders.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each 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:

Assignment

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Assignment

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner are as follows: Not applicable as Corporation

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows: Not applicable as Corporation

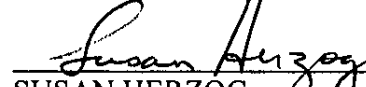
SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

EIGHTH: Other provisions, if any, relating to the merger:

The plan of the merger is hereby unanimously approved by all shareholders of both corporations with notice being waived.

On Behalf of KROON SHIPPING CORPORATION (NEW JERSEY)
SOLE SHAREHOLDERS



SUSAN HERZOG



MICHAEL BERG

On Behalf of KROON SHIPPING CORPORATION (FLORIDA)
SOLE SHAREHOLDERS



SUSAN HERZOG



MICHAEL BERG