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MERGER OR SHARE EXCHANGE
Tri-State Marine Services, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Merger
cc
@ 5/26/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tri-State Marine Services, Inc., a Florida corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Jesse Graham, Jr., Esq.

Contact Person

Burr & Forman LLP

Firm/Company

450 S. Orange Avenue, Suite 200

Address

Orlando, Florida 32801

City/State and Zip Code

jgraham@burr.com

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

For further information concerning this matter, please call:

Jesse Graham, Jr., Esq.

Name of Contact Person

At (407)

244-0888

Area Code & Daytime Telephone Number

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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)

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>Tri-State Marine Services, Inc.</u>	<u>Florida</u>	<u>P11000046945</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Tri-State Marine Services, Inc.</u>	<u>Illinois</u>	<u>D5733-501-7</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 05 / 25 / 2011 (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 May 20, 2011.

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 May 20, 2011.

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

Tri-State Marine Services, Inc.

Ronald L. Smith

Ronald L. Smith, President

Tri-State Marine Services, Inc.

Ronald L. Smith

Ronald L. Smith, President

<u>Name</u>	<u>Jurisdiction</u>
Tri-State Marine Services, Inc.	Florida

<u>Name</u>	<u>Jurisdiction</u>
<u>Tri-State Marine Services, Inc.</u>	<u>Illinois</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See Exhibit A attached hereto and incorporated herein by reference.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
None.

OR

Restated articles are attached:
N/A

Other provisions relating to the merger are as follows:
See Exhibit A attached hereto and incorporated herein by reference.

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EXHIBIT "A"

Plan of Merger

Summary

Tri-State Marine Services, Inc., an Illinois corporation, is merged into Tri-State Marine Services, Inc., a Florida, for the mutual benefit of both corporations and the stockholders thereof. Tri-State Marine Services, Inc., a Florida corporation, is the surviving corporation, and the name shall remain unchanged. The merger occurred as of May 25, 2011.

The Plan is being effectuated by exchanging all of the outstanding shares of Tri-State Marine Services, Inc., an Illinois corporation, numbering 1,000, for 1,000 shares of Tri-State Marine Services, Inc., a Florida corporation. The exchange ratio has been determined in accordance with the needs of the shareholders to maintain the asset ownership ratios that existed prior to the merger.

Tri-State Marine Services, Inc., a Florida corporation, as the surviving corporation, has assumed all rights and obligations of Tri-State Marine Services, Inc., an Illinois corporation, the disappearing corporation.