

CT CORPORATION SYSTEM

P11844

CORPORATION(S) NAME

Apperson Chemicals, Inc.

merging into:

Vopak USA Inc.

Merger

FILED
01 OCT - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Order#: 4816179

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Ref#: *****70.00 *****70.00

MS

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

APPERSON CHEMICALS, INC., a Florida corporation 166498

into

VOPAK USA INC., a Washington entity P11844

File date: October 1, 2001

Corporate Specialist: Annette Ramsey

FILED
01 OCT - 1 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
APPERSON CHEMICALS, INC., a Florida Corporation
AND
VOPAK USA INC., a Washington Corporation

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

1. The name and jurisdiction of the surviving corporation is VOPAK USA INC., a Washington corporation ("Surviving Corporation").
2. The name and jurisdiction of the merging corporation is APPERSON CHEMICALS, INC., a Florida corporation ("Merging Corporation").
3. The Plan of Merger is attached as **Exhibit A**.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholders of Surviving Corporation on October 1, 2001.
6. The Plan of Merger was adopted by the shareholders of Merging Corporation on October 1, 2001.
7. Each corporation that is a party to this merger has complied with the laws of their respective jurisdiction of organization concerning this merger.

Dated as of October 1, 2001.

SURVIVING CORPORATION:

VOPAK USA INC.,
a Washington corporation

By: 

Joel S. Summer

Vice President, General Counsel

Its: and Corporate Secretary

MERGING CORPORATION:

APPERSON CHEMICALS, INC.,
a Florida corporation

By: 

William Jibilian

Its: Assistant Secretary

EXHIBIT A

Plan of Merger

PLAN OF MERGER OF
APPERSON CHEMICALS, INC., a Florida corporation
INTO
VOPAK USA INC., a Washington corporation

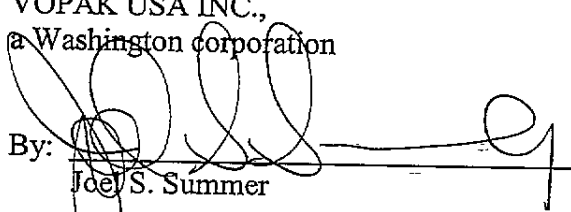
1. The name of the corporation planning to merge is APPERSON CHEMICALS, INC., a Florida corporation (the "Merging Corporation"), and the name of the corporation into which Merging Corporation is planning to merge is VOPAK USA INC., a Washington corporation (the "Surviving Corporation"), which will be the surviving corporation in the merger.
2. The Board of Directors of each corporation deems it advisable and in the best interests of each corporation to merge Merging Corporation into Surviving Corporation, as authorized by the laws of the States of Florida and Washington, and pursuant to the terms and conditions of this Plan of Merger.
3. As of the effective date of the Merger, by virtue of the Merger, each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Merger, shall automatically and without any action on the part of the holder thereof be cancelled upon the Merger, and the certificate representing such share shall be surrendered and cancelled and no shares of common stock or other securities of Surviving Corporation shall be issued.
4. As of the effective date of the Merger, the separate existence of the Merging Corporation shall cease, and said corporation will be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of the Merging Corporation; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment.
5. The plan shall be and become effective upon the approval and adoption thereof by the Board of Directors of Merging Corporation and Surviving Corporation.
6. The officers and directors of Merger Corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of the Plan, including Articles of Merger.

Plan of Merger – Signature Page

Dated this 1st day of October, 2001.

SURVIVING CORPORATION:

VOPAK USA INC.,
a Washington corporation

By: 
Joel S. Summer

Vice President, General Counsel

Its: and Corporate Secretary

MERGING CORPORATION:

APPERSON CHEMICALS, INC.,
a Florida corporation

By: 
William Jibilian

Its: Assistant Secretary