

P12757

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Merger
4.29.08
EFFECTIVE DATE
April 30, 08

RECEIVED
2008 APR 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Seabulk Towing, Inc.

Certificate of Status	0
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Page Count	04
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EFFECTIVE DATE
April 30, 08

ARTICLES OF MERGER

MERGING

MASQUERADE II, INC.

INTO

SEABULK TOWING, INC.

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

FIRST: The exact name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Towing, Inc.	Delaware	corporation

SECOND: The exact name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Masquerade II, Inc.	Florida	corporation

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on April 30, 2008.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on April 24, 2008, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on April 24, 2008, and shareholder approval was not required.

IN WITNESS WHEREOF, each party to the merger has caused these Articles of Merger to be signed by its authorized representative on April 24, 2008.

<u>Name</u>	<u>Signature</u>	<u>Name of Individual</u>
Masquerade II, Inc.	<u>SB Finch</u>	Stephen B. Finch, Vice President
Seabulk Towing, Inc.	<u>SB Finch</u>	Stephen B. Finch, Vice President

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PLAN OF MERGER

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.

FIRST: The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Seabulk Towing, Inc.	Delaware	corporation

SECOND: The exact name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Masquerade II, Inc.	Florida	corporation

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

(a) The Certificate of Incorporation of Seabulk Towing, Inc., which is the surviving entity, in effect on the date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the surviving entity.

(b) The Bylaws of Seabulk Towing, Inc. in existence on the date of the merger shall be and remain the Bylaws of the surviving entity until the same shall be altered, amended or repealed as therein provided.

(c) The merger shall become effective on April 30, 2008.

(d) Upon the merger becoming effective, all property, rights, privileges, immunities, powers, purposes, debts, obligations, and other assets and liabilities of every kind and description of the merged entity shall transfer to, vest in and devolve upon the surviving entity without further act or deed and all property, rights, and every other interest of the surviving entity and the merged entity shall be as effectively the property of the surviving entity as they were of the surviving entity and the merged entity respectively. The merged entity hereby agrees from time to time, as and when requested by the surviving entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving entity may deem necessary or desirable in order to vest in and confirm to the surviving entity title to and possession of any property of the merged entity acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers of the merged entity and the officers of the surviving entity are fully authorized in the name of the merged entity and the surviving entity, respectively, to take any and all such action.

FOURTH:

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

The surviving entity is the sole shareholder of the merged entity and each share of stock of the merged entity that is issued and outstanding on the effective date of this Plan of Merger, and all rights in respect thereof, shall not be converted in any manner but shall be surrendered and cancelled without consideration.

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

There are no rights to acquire shares of stock or other securities of the merged entity.