

CT CORPORATION SYSTEM

# P16537

CORPORATION(S) NAME

Five Flags Holding Company & ANR Atlantic Pipeline Company Mergin

*Merger*

*8/31/02*

02 AUG 30 PM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <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            |   |   |

02 AUG 30 PM 12:22  
RECEIVED

Name \_\_\_\_\_  
 Availability *8/30/02*  
 Document \_\_\_\_\_  
 Examiner *AR*  
 Updater *AR*  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

8/30/02

Order#: 5567298  
 000007453230--0  
 -08/30/02--01054--027  
 Ref#: \*\*\*\*\*35.00 \*\*\*\*\*35.00  
 000007453230--0  
 -08/30/02--01054--028  
 Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

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

A CCH LEGAL INFORMATION SERVICES COMPANY

---

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FIVE FLAGS HOLDING COMPANY, a Florida corporation P93000060665

ANR ATLANTIC PIPELINE COMPANY, a Delaware corporation not authorized to  
transact business in Florida

into

**SEAFARER US PIPELINE SYSTEM, INC.**, a Delaware entity P16537

File date: August 30, 2002 , effective August 31, 2002

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
**8/31/02**  
**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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
Seafarer US Pipeline System, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Five Flags Holding Company	Florida
ANR Atlantic Pipeline Company	Delaware

**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** 08 / 31 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 23, 2002 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

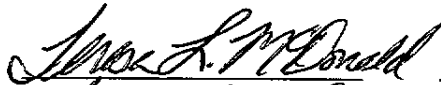
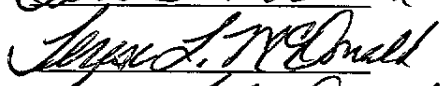
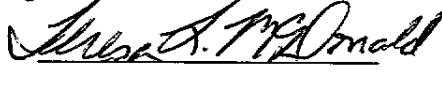
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 23, 2002.

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)*

FILED  
02 AUG 30 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Five Flags Holding Company		Teresa L. McDonald, Vice President
ANR Atlantic Pipeline Company		Teresa L. McDonald, Vice President
Seafarer US Pipeline System, Inc.		Teresa L. McDonald, Vice President

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

Seafarer US Pipeline System, Inc.

Delaware

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

Name

Jurisdiction

Five Flags Holding Company

Florida

ANR Atlantic Pipeline Company

Delaware

**Third:** The terms and conditions of the merger are as follows:

See attached Agreement and Plan of Merger.

**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:

The shares of the merging companies will be cancelled upon merging. The shares of the surviving company shall remain the same and shall be the stock of the Company.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

## **AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated as of the 31st day of August 2002, pursuant to Section 252 of the General Corporation Law of Delaware, between Seafarer US Pipeline System, Inc., a Delaware corporation, ANR Atlantic Pipeline Company, a Delaware corporation and Five Flags Holding Company, a Florida corporation.

### W I T N E S S E T H :

WHEREAS, the parties hereto desire to merge into a single corporation;

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Seafarer US Pipeline System, Inc., a Delaware corporation, hereby merges into itself, ANR Atlantic Pipeline Company, a Delaware corporation and Five Flags Holding Company, a Florida corporation, and said ANR Atlantic Pipeline Company, a Delaware corporation and Five Flags Holding Company, a Florida corporation, shall be and hereby are merged into Seafarer US Pipeline System, Inc., a Delaware corporation, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

SECOND: The Certificate of Incorporation of Seafarer US Pipeline System, Inc., a Delaware corporation, in effect on the effective date of the merger shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of ANR Atlantic Pipeline Company, which shall be issued and outstanding on the effective date of this Agreement shall be cancelled.

(b) Each share of common stock of Five Flags Holding Company, which shall be issued and outstanding on the effective date of this Agreement shall be cancelled.

(c) Each share of common stock of Seafarer US Pipeline System, Inc., which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall remain outstanding and shall not be affected by the merger.

(d) After the effective date of this merger, the shareholders of ANR Atlantic Pipeline Company shall surrender the certificates representing its shares of such corporation to the surviving corporation and such shareholders shall be entitled upon such surrender to receive no shares of common stock of the surviving corporation on the basis provided herein.

(e) After the effective date of this merger, the shareholders of Five Flags Holding Company shall surrender the certificates representing its shares of such corporation to the surviving corporation and such shareholders shall be entitled upon such surrender to receive no shares of common stock of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follow:

(a) The bylaws of Seafarer US Pipeline System, Inc., as they shall exist on the effective date of this merger, shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of Seafarer US Pipeline System, Inc., shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on August 31, 2002, with the filing of a Certificate of Merger with the Secretary of State of Delaware.

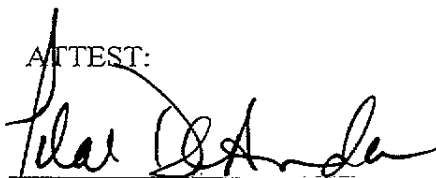
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation



of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation 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 corporation may deem necessary or desirable in order to vest in and confirm in the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed by each party hereto as the respective act, deed and agreement of each of said corporations, as of the 31st day of August 2002.

ATTEST:



Pilar DeAnda  
Corporate Secretary

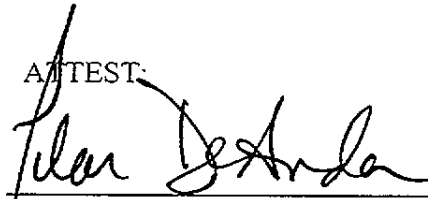
SEAFARER US PIPELINE SYSTEM, INC.,  
a Delaware corporation

By:



Teresa L. McDonald  
Vice President

ATTEST:



Pilar DeAnda  
Corporate Secretary

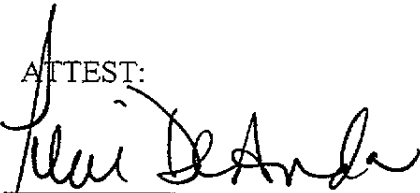
ANR ATLANTIC PIPELINE COMPANY,  
a Delaware corporation

By:



Teresa L. McDonald  
Vice President

ATTEST:



Pilar DeAnda  
Corporate Secretary

FIVE FLAGS HOLDING COMPANY  
a Florida corporation

By:



Teresa L. McDonald  
Vice President