

P94000071145

CAPITOL SERVICES, A/B/C
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

99 FILED
DEC 14 PM 4:55
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/15/99

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-12/15/99--01001--019
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Hvide Marine Incorporated P94-71145
(Corporation Name) (Document #)
2. Merge
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/15

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED
99 DEC 14 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

DR
12/15/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

HVIDE MARINE INCORPORATED, a Florida corporation P94000071145

,

INTO

HVIDE MARINE INCORPORATED. a Delaware corporation not qualified in
Florida

File date: December 14, 1999, effective December 15, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/15/99
ARTICLES OF MERGER

OF

HVIDE MARINE INCORPORATED
(a Florida corporation)

WITH AND INTO

HVIDE MARINE INCORPORATED
(a Delaware corporation)

(pursuant to Section 607.1104 of the
Florida 1989 Business Corporation Act)

FILED
99 DEC 14 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies and sets forth:

FIRST: The name of the non-surviving subsidiary corporation is Hvide Marine Incorporated, a corporation formed and existing under the laws of the State of Florida (hereinafter referred to as the "Subsidiary Corporation").

SECOND: The name of the surviving parent corporation is Hvide Marine Incorporated, a corporation formed and existing under the laws of the State of Delaware (hereinafter referred to as "Hvide" or the "Surviving Corporation").

THIRD: All of the shares of the Subsidiary Corporation shall be canceled.

FOURTH: The shareholders of the Subsidiary Corporation who would have been entitled to vote, except for the provisions of Article 607.1104 of the Florida 1989 Business Corporation Act (the "Florida Act"), and who dissent from the merger may be entitled, if they comply with the provisions of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: The effective date of the merger shall be on 3:00 a.m. on Wednesday, December 15, 1999.

SIXTH: Shareholder approval was not required.

SEVENTH: The Plan of Merger, a copy of which is attached hereto as Exhibit "A", was adopted by the board of directors of each of the Subsidiary Corporation and the Surviving Corporation on December 14, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 14 day of December, 1999 and acknowledge the contents to be true and correct under the penalties of perjury.

HVIDE MARINE INCORPORATED,
a Florida corporation

By: [Signature]
Name: Robert B. Lamm
Title: Senior Vice President

HVIDE MARINE INCORPORATED,
a Delaware corporation

By: [Signature]
Name: Robert B. Lamm
Title: Senior Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December ~~14~~, 1999 (the "Agreement"), by and between Hvide Marine Incorporated, a corporation formed and existing under the laws of the State of Florida (the "Subsidiary Corporation"), and Hvide Marine Incorporated, a corporation formed and existing under the laws of the State of Delaware ("Hvide").

RECITALS

The Board of Directors of Hvide and the Subsidiary Corporation deem it advisable that the Subsidiary Corporation be merged with and into Hvide (the "Merger"), with Hvide as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), on the terms and subject to the conditions herein set forth.

In consideration of the foregoing and the mutual agreements set forth herein, the parties agree as follows:

1. At the Effective Date (as defined in Section 3 below), the Subsidiary Corporation shall be merged with and into Hvide on the terms and subject to the conditions hereinafter set forth and in accordance with the applicable provisions of the Delaware General Corporation Law and the Florida 1989 Business Corporation Act (the "Florida Act"). The separate existence of the Subsidiary Corporation shall cease at the Effective Date and the existence of Hvide shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Delaware.
2. From and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities and powers, and shall be subject to all of the obligations, liabilities and duties, of the Subsidiary Corporation; all assets, property and any and all other interests of the Subsidiary Corporation shall be vested in the Surviving Corporation without further act or deed; and the Merger shall have all the effect provided by applicable law.
3. The Merger shall become effective on the later of the acceptance of the appropriate Certificate or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Florida (the "Effective Date").
4. The Certificate of Incorporation of Hvide in effect immediately prior to the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation. The

By-laws of Hvide in effect immediately prior to the Effective Date shall continue as the By-laws of the Surviving Corporation. The officers and director of Hvide immediately prior to the Effective Date shall continue as officers and directors of the Surviving Corporation.

6(a). Hvide directly owns all of the issued and outstanding shares of the capital stock of the Subsidiary Corporation.

(b). Each issued and outstanding share of the capital stock of the Subsidiary Corporation shall be canceled on the Effective Date of the Merger.

7. From and after the Effective Date, the holder of a certificate which prior thereto represented issued and outstanding shares of capital stock of the Subsidiary Corporation shall have no rights with respect to such shares.

8. The parties to this Agreement intend the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

9. Hvide, the direct holder of all of the capital stock of the Subsidiary Corporation, hereby waives notice of any mailing of this Agreement and Plan of Merger and any Articles or Certificate of Merger as the same may be filed with the Secretaries of State of the States of Delaware and Florida.


10. The shareholders of the Subsidiary Corporation who would have been entitled to vote, except for the provisions of Article 607.1104 of the Florida Act, and who dissent from the merger may be entitled, if they comply with the provisions of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

11. This Agreement may be abandoned or terminated prior to the Effective Date by resolution duly adopted by the respective Boards of Directors of the Subsidiary Corporation and Hvide.


[Intentionally left blank]

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

Hvide MARINE INCORPORATED
a Florida corporation

By: 
Name: Robert B. Lamm
Title: Senior Vice President

Hvide MARINE INCORPORATED
a Delaware corporation

By: 
Name: Robert B. Lamm
Title: Senior Vice President