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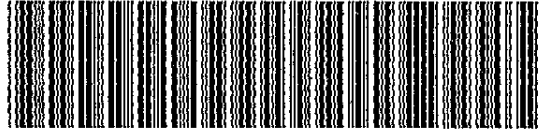
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EFFECTIVE DATE
12-30-05

Merger

C. Coulllette

DEC 29 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 778634 4348220

AUTHORIZATION :

COST LIMIT : \$70.00

[Handwritten signature]

ORDER DATE : December 27, 2005

ORDER TIME : 12:13 PM

ORDER NO. : 778634-010

CUSTOMER NO: 4348220

ARTICLES OF MERGER

OCEANIC STEAMSHIP COMPANY,
INC.

INTO

P&O PORTS FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick

EXAMINER'S INITIALS: _____

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2005 DEC 28 PM 4: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
OCEANIC STEAMSHIP COMPANY, INC.
INTO
P&O PORTS FLORIDA, INC.

Under Section 607.1104 and Section 607.1105
of the Florida Business Corporation Act

EFFECTIVE DATE
12-30-05

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, P&O PORTS FLORIDA, INC., a corporation formed under the laws of the State of Florida ("P&O Florida"), and OCEANIC STEAMSHIP COMPANY, INC., a corporation formed under the laws of the State of Florida ("Oceanic"), do hereby certify as follows:

1. **Plan of Merger.** P&O Florida and Oceanic are parties to a certain Plan and Agreement of Merger dated as of December 22, 2005 (the "Plan"). A true and correct copy of the Plan is attached hereto as Exhibit A. The terms and conditions of the merger are set forth in the Plan and are incorporated herein by reference.
2. **Relationship of Parties.** Oceanic is a wholly-owned subsidiary of P&O Florida.
3. **Disappearing and Surviving Corporations.** In accordance with the Plan, Oceanic shall be merged into P&O Florida. Oceanic shall be the disappearing corporation and P&O Florida shall be the surviving corporation. The merger of Oceanic into P&O Florida shall occur simultaneously with the merger of Anchor Repair Services, Inc., a Florida corporation, into Oceanic, as more particularly set forth and described in the Plan. Anchor Repair Services, Inc. is a wholly owned subsidiary of Oceanic and an indirect wholly owned subsidiary of P&O Florida.
4. **Effective Date.** As set forth in the Plan, the merger of Oceanic into P&O Florida shall become effective on the date these Articles of Merger are filed with the Secretary of State of the State of Florida or on December 30, 2005, at 1700 hours, whichever is later.
5. **Date of Adoption by Sole Shareholders and Directors.** The Plan was duly adopted by unanimous joint written consent of the directors and sole shareholder of each of P&O Florida and Oceanic on December 22, 2005.
6. **Shareholder Approval.** As indicated in the immediately preceding paragraph, the sole shareholder of P&O Florida and the sole shareholder of Oceanic have each approved the merger as set forth in the Plan.

These Articles of Merger have been executed by P&O Ports Florida, Inc. and Oceanic Steamship Company, Inc. on December 22, 2005.

P&O PORTS FLORIDA, INC.

By: 
Rob Scavone
President

OCEANIC STEAMSHIP COMPANY, INC.

By: 
Rob Scavone
President

EXHIBIT A
to
ARTICLES OF MERGER

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan"), dated as of December 22, 2005, is entered into by and among P&O PORTS FLORIDA, INC., a corporation organized and existing under the laws of the State of Florida ("P&O Florida"), ANCHOR REPAIR SERVICES, INC., a corporation organized and existing under the laws of the State of Florida ("Anchor"), and OCEANIC STEAMSHIP COMPANY, INC., a corporation organized and existing under the laws of the State of Florida ("Oceanic"). P&O Florida, Anchor and Oceanic shall be collectively referred to herein as the "parties" or the "Constituent Corporations." Oceanic and Anchor shall be collectively referred to herein as the "Disappearing Corporations."

RECITALS:

WHEREAS, P&O Florida owns all of the issued and outstanding shares of Oceanic; and

WHEREAS, Oceanic owns all of the issued and outstanding shares of Anchor and, in addition, all of the issued and outstanding shares of Oceanic Stevedoring Company, a corporation organized and existing under the laws of the State of Florida ("Oceanic Stevedoring"); and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge pursuant to Section 607.1104 of the Florida Business Corporation Act and pursuant to this Plan; and

WHEREAS, for purposes of Section 607.1104(1)(b)(1) of the Florida Business Corporation Act and this Plan, P&O Florida is the sole "parent corporation" of Oceanic and Oceanic is a "subsidiary corporation" of P&O Florida, and Oceanic is the sole "parent corporation" of Anchor and Anchor is a "subsidiary corporation" of Oceanic.

NOW, THEREFORE, in consideration of the covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. **Mergers.** Subject to the terms and conditions set forth herein and the applicable provisions of the Florida Business Corporation Act, Anchor will merge with and into Oceanic (the "Anchor-Oceanic Merger") and, simultaneously therewith, Oceanic will merge with and into P&O Florida (the "Oceanic-P&O Florida Merger"). The Anchor-Oceanic Merger and the Oceanic-P&O Florida Merger shall be collectively referred to as the "Mergers." P&O Florida shall be the ultimate surviving entity and the separate existence of each of the Disappearing Corporations shall cease upon the Effective Date of the Mergers.

2. **Effective Date.** The Mergers shall become effective as of the date and time as this Plan and any other documents necessary to effect the Merger in accordance with the Florida Business Corporation Act are duly filed with the Secretary of State of the State of Florida or on December 30, 2005 at 1700 hours, whichever is later (the "Effective Date").

3. **Effect of Mergers.** (a) As of the Effective Date of the Mergers, P&O Florida shall succeed to all rights, privileges, immunities and franchises, and all property, real, personal and mixed, of the Disappearing Corporations and shall thereafter be responsible and liable for all of their respective debts, liabilities and obligations. Neither the rights of creditors nor any liens on the property of the Disappearing Corporations shall be impaired. P&O Florida shall be considered the same business and corporate entity as each of the Disappearing Corporations. Any reference to either of the Disappearing Corporations in any contract or document, whether executed or taking effect before or after the Effective Date, shall be considered a reference to P&O Florida if not inconsistent with the other provisions of the contract or document.

(b) Any pending action or other judicial proceeding to which either of the Disappearing Corporations is a party shall not be deemed to have abated or to have been discontinued by reason of the Mergers, but may be prosecuted to final judgment, order or decree in the same manner as if the Mergers had not occurred or P&O Florida may be substituted as a party to such action or proceeding, and any judgment, order or decree may be rendered for or against it that might have been rendered for or against either of the Constituent Corporations if the Mergers had not occurred.

(c) Without limiting the generality of the foregoing, all stock of Oceanic Stevedoring which is held by Oceanic as of the Effective Date shall be automatically transferred to and become property of P&O Florida.

4. **Treatment of Shares.**

(a) On the Effective Date, each share of Anchor common stock issued and outstanding immediately prior to the Effective Date and held by Oceanic shall, by virtue of the Anchor-Oceanic Merger and without any action on the part of the holder thereof, be surrendered and cancelled.

(b) On the Effective Date, each share of Oceanic common stock issued and outstanding immediately prior to the Effective Date and held by P&O Florida shall, by virtue of the Oceanic-P&O Merger and without any action on the part of the holder thereof, be surrendered and cancelled.

5. **Accounting Matters.** The assets and liabilities of the Disappearing Corporations as of the Effective Date shall be taken up on the books of P&O Florida at the amounts they are carried at that time on the books of the Disappearing Corporations. The amount of capital of P&O Florida after the Mergers shall be equal to the sum of the aggregate amount of the stated and paid-in capital of the Disappearing Corporations and the aggregate amount of the stated and paid-in capital of P&O Florida. The surplus of P&O Florida after the Mergers, including any surplus arising in the Mergers, shall be available to be used for any legal purposes for which surplus may be used.

6. **Employees.** All employees of the Disappearing Corporations, if any, shall become employees of P&O Florida as of the Effective Date of the Mergers.

7. **Section 607.1104(1)(b)(4) Statement.** If applicable, the shareholders of the Oceanic and Anchor who, except for the applicability of Section 607.1104(b)(4) of the Florida

Business Corporation Act, would be entitled to vote and who dissent from the Mergers pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the full value of their shares. The parties acknowledge and agree that there are no dissenting shareholders inasmuch as P&O Florida is the sole stockholder of Oceanic and Oceanic is the sole stockholder of Anchor.

8. **Waiver of Notice and Mailing Requirements.** P&O Florida, Oceanic and Anchor hereby irrevocably and unconditionally waive any and all notice and mailing requirements which may be required with respect to this Plan pursuant to Section 607.1104 of the Florida Business Corporation Act.

9. **Counterparts.** This Plan may be executed in any number of counterparts, each of which when so executed shall constitute an original, but all of which together shall constitute one and the same instrument.

10. **Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of Florida.

[signature page follows]

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

P&O PORTS FLORIDA, INC.

By: 
Rob Scavone
President

ANCHOR REPAIR SERVICES, INC.

By: 
Rob Scavone
President

**OCEANIC STEAMSHIP COMPANY,
INC.**

By: 
Rob Scavone
President