

P95000001914

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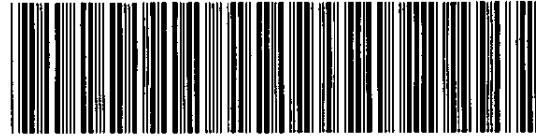
(Business Entity Name)

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*merged*

FILED  
2014 AUG 29 PM 4:22  
TALLAHASSEE, FLORIDA  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT

FILED  
2014 AUG 29 PM 4:28  
TALLAHASSEE, FLORIDA  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT

*DR*  
*9/2/14*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 277315 4302847

AUTHORIZATION

COST LIMIT

*[Signature]*  
\$ 70.00

ORDER DATE : August 29, 2014

ORDER TIME : 3:11 PM

ORDER NO. : 277315-020

CUSTOMER NO: 4302847

ARTICLES OF MERGER

OCEANIC STEVEDORING  
COMPANY

INTO

PORTS AMERICA FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
(Profit Corporations)

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2014 AUG 29 PM 4:28

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

FILED  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ports America Florida, Inc.	Florida	P95000001914

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Oceanic Stevedoring Company	Florida	568541

**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**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 29, 2014 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
August 29, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

(Merger of subsidiary corporation(s))

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.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

### Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

### Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Oceanic Stevedoring Company ("Subsidiary") shall be merged with and into Ports America Florida, Inc. ("Parent") (in its capacity as the corporation surviving the Merger, the Parent is also referred to herein as the "Surviving Corporation"). Upon consummation of the Merger: (i) the separate corporate existence of the Subsidiary shall cease, (ii) the governance documents of the Parent shall govern the Surviving Corporation; (iii) the directors and officers of the Parent immediately prior to the Merger shall be the directors and officers of the Surviving Corporation, and (iv) by virtue of the Merger and without any action on the part of the Surviving Corporation, each outstanding share of the Subsidiary shall be canceled and extinguished and no shares of the Surviving Corporation's capital stock or other securities of the Surviving Corporation shall be issued in respect thereof. The outstanding shares of the Surviving Corporation's capital stock shall remain outstanding and are not affected by the Merger.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A - Parent is the surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: