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MERGER OR SHARE EXCHANGE

Statia Terminals New Jersey, Inc.

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| Certificate of Status | 0 |
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| Page Count | 07 |
| Estimated Charge | \$70.00 |

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ARTICLES OF MERGER
of
SEVEN SEAS STEAMSHIP COMPANY, INC.,
a Florida corporation
with and into
STATIA TERMINALS NEW JERSEY, INC.,
a Delaware corporation

These Articles of Merger are submitted to merge a Florida corporation into a foreign corporation (a Delaware corporation) in accordance with Section 607.1107 of the Florida Business Corporation Act ("FBCA").

1. The names, states of incorporation and type of each entity that is a party to the merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> | <u>Type</u> |
|---------------------------------------|-----------------------------------|-------------|
| Statia Terminals New Jersey, Inc. | Delaware | corporation |
| Seven Seas Steamship Company, Inc. | Florida | corporation |

Both Statia Terminals New Jersey, Inc. and Seven Seas Steamship Company, Inc. are wholly owned subsidiaries of Statia Terminals Delaware, Inc., a Delaware corporation.

2. The name of the surviving corporation of the merger is Statia Terminals New Jersey, Inc., a Delaware corporation (the "Surviving Corporation").

3. In accordance with the applicable provisions of the FBCA, the attached Plan of Merger approved by the board of directors and the sole stockholder of Statia Terminals New Jersey, Inc. and the board of directors and the sole shareholder of Seven Seas Steamship Company, Inc.

4. The registered agent and registered address of the Surviving Corporation in the state of its jurisdiction is: The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

5. These Articles of Merger shall be effective as of May 5, 2006.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Articles on May 3, 2006, to be effective as of the date and time provided in Section 5 above.

STATIA TERMINALS NEW JERSEY, INC.

By: C.V. Anastasio
Curtis V. Anastasio
Chief Executive Officer and President

SEVEN SEAS STEAMSHIP COMPANY, INC.

By: C.V. Anastasio
Curtis V. Anastasio
Chief Executive Officer and President

Exhibit A
Plan of Merger

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated May 3, 2006, between STATIA TERMINALS NEW JERSEY, INC., a Delaware corporation (hereinafter sometimes called "STNJ"), on the one hand, and the following entity on the other hand: SEVEN SEAS STEAMSHIP COMPANY, INC., a Florida corporation (hereinafter sometimes called "Seven Seas").

Whereas, STNJ is a corporation organized and existing under the laws of the State of Delaware, having been formed on September 20, 1996; and

Whereas, Seven Seas is a corporation organized and existing under the laws of the State of Florida, having been formed on December 28, 1995; and

Whereas, the board of directors and the sole stockholder of STNJ and the board of directors and the sole shareholder of Seven Seas deem it desirable and in the best interests of Seven Seas for Seven Seas to be merged with and into STNJ, and Seven Seas desires that it so merge under and pursuant to Section 252 of the Delaware General Corporation Law ("DGCL") and Section 607.1101 of the Florida Business Corporation Act (the "FBCA");

Whereas, both Seven Seas and STNJ are direct wholly owned subsidiaries of Statia Terminals Delaware, Inc., a Delaware corporation;

Now, Therefore, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. **Merger.** On May 5, 2006 and upon the occurrence of the following, Seven Seas shall be deemed to have merged with and into STNJ:

(a) This Agreement shall have been adopted and approved by the board of directors and the sole stockholder of STNJ and the board of directors and the sole shareholder of Seven Seas (to the extent required by the DGCL or the FBCA) at separate meetings, or pursuant to written unanimous consents in lieu thereof;

(b) This Agreement, so adopted, shall have been signed by all parties hereto;

(c) A Certificate of Merger (in compliance with the DGCL) shall be adopted and executed by STNJ and Seven Seas, and shall have been filed in the office of the Secretary of State of the State of Delaware; and

(d) Articles of Merger (in compliance with FBCA) shall be adopted and executed by STNJ and Seven Seas and shall have been filed in the office of the Department of State of the State of Florida.

2. **Certain Definitions.**

(a) The corporation that shall survive the merger is hereinafter sometimes called the "Surviving Entity."

(b) STNJ and Seven Seas are hereinafter sometimes called the "Constituent Entities."

(c) The date and time when the Constituent Entities shall merge and become the Surviving Entity are hereinafter referred to as "the effective date of the merger."

3. **Name and Purposes of Surviving Entity.** The name of the Surviving Entity shall be "STATIA TERMINALS NEW JERSEY, INC.," a Delaware corporation. The purpose for which the Surviving Entity is formed and the nature of the business to be transacted by it shall be as set forth in the certificate of incorporation and the bylaws of STNJ on the effective date of the merger.

4. **Conversion of Interests on Merger.** The manner and basis of converting the capital stock of Seven Seas and the capital stock in STNJ, respectively, upon the effective date of the merger are as follows:

(a) The outstanding shares of common stock of STNJ shall continue to be the same shares of common stock of the Surviving Entity with the voting powers, restrictions and qualifications as set forth in the certificate of incorporation of STNJ on the effective date of the merger, and

(b) The outstanding shares of common stock of Seven Seas shall be canceled without the necessity of any action on the part of the holder(s) thereof, and no shares of stock or other equity interest of the Surviving Entity shall be issued therefor.

5. **Prohibited Actions of Constituent Entities.** Between the date hereof and the effective date of the merger, none of the Constituent Entities will, except with the prior written consent of the other:

(a) Issue or sell any shares of stock;

(b) Discharge or satisfy any lien or encumbrance or pay any obligation or liability (absolute or contingent) other than current liabilities incurred in the ordinary course of business; or

(c) Make any payment or distribution to its shareholder(s).

6. **Effect of Merger.**

(a) On the effective date of the merger, Seven Seas shall cease to exist separately, and Seven Seas shall be merged with and into STNJ in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in Section 252 of the DGCL.

(b) The certificate of incorporation and bylaws of the Surviving Entity shall be the certificate of incorporation and bylaws of STNJ as in effect on the effective date of the merger.

(c) The initial board of directors and the initial officers of the Surviving Entity shall be the board of directors and officers of STNJ serving on the effective date of the merger.

(d) As provided in Section 259 of the DGCL, on the effective date of the merger, the Surviving Entity shall possess all the rights, privileges, powers, franchises, duties, and obligations, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities, and all and singular, the rights and privileges, powers, franchises, rights, duties and obligations of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of the Constituent Entities on whatever account; and all property, rights, privileges, powers, franchises, and all and every other interest shall thereafter be the property of the Surviving Entity as they were the property of the respective Constituent Entities, and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the merger, *provided, however*, that all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thenceforth attach to the Surviving Entity, and may be enforced against it to the same extent as if such debts, or liabilities and duties have been incurred or contracted by the Surviving Entity.

7. Further Instruments. From time to time, as and when requested by the Surviving Entity or by its successors or assigns, the Constituent Entities will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken, such further or other actions as the Surviving Entity may deem necessary or desirable in order to vest in and confirm in the Surviving Entity title to and possession of all its property, rights, privileges, powers and franchises, and otherwise to carry out the intent and purposes of this Plan.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed by their respective authorized officers, all effective as of the day and year first above written.

STATIA TERMINALS NEW JERSEY, INC.

By: C.V. Anastasio
Curtis V. Anastasio
Chief Executive Officer and President

SEVEN SEAS STEAMSHIP COMPANY, INC.

By: C.V. Anastasio
Curtis V. Anastasio
Chief Executive Officer and President