

P96000023913

LEWIS, RICE & FINGERSH, L.C.

ATTORNEYS AT LAW

500 N. BROADWAY, SUITE 2000  
ST. LOUIS, MISSOURI 63102-2147  
WWW.LRF.COM  
KWINSCH@LEWISRICE.COM

KATHLEEN DALY WINSCH  
PARALEGAL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 15 PM 3:19  
TEL (314) 444-7600  
FAX (314) 612-7835

March 14, 2002

VIA FEDERAL EXPRESS

Florida Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200005109802--6  
-03/15/02--01023--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Merger of Newcorp Maine, Inc. (Florida Domestic - Merging Corporation) into  
Phoenix Towing Company (Missouri Domestic - Survivor)

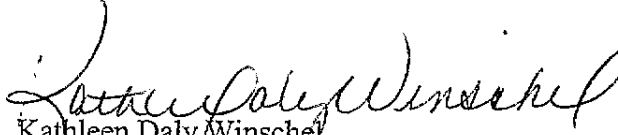
Dear Sir or Madam:

Enclosed please find Articles of Merger (with attached Plan of Merger), in duplicate, for the above referenced corporations. In addition, I have enclosed our check for \$70.00, representing the \$35.00 fee for each corporation.

Please proceed to file the same, and return the duplicate with acknowledgement of your receipt and filing to the undersigned in the return, self-addressed, federal express envelope.

If you have any questions or require anything additional, please feel free to call me.

Very truly yours,

  
Kathleen Daly Winschel  
Paralegal

kdw  
Enclosures

cc: R. Scott Moore, Esq. (w/enc.)

Merger  
LF  
3-22-2002

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NEWCORP MARINE, INC., a Florida corporation (Document #P96000023913)

INTO

**PHOENIX TOWING COMPANY**, a Missouri entity not qualified in Florida.

File date: March 15, 2002

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 15 PM 3:19

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:

Name

Jurisdiction

Phoenix Towing Company

Missouri

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

Name

Jurisdiction

Newcorp Marine, Inc.

Florida

**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 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 March 5, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 March 5, 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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Phoenix Towing Company

Bruce D. Haff

Robert H. Huffman, Jr., President

Newcorp Marine, Inc.

Sam H. Hufsch

Robert H. Huffman, Jr., 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

Phoenix Towing Company

Missouri

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

Name

Jurisdiction

Newcorp Marine, Inc.

Florida

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

See attached.

**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:

See attached.

*(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:

See attached.

OR

Restated articles are attached:

See attached.

Other provisions relating to the merger are as follows:

**ATTACHMENT TO PLAN OF MERGER  
OF  
NEWCORP MARINE, INC., a Florida Domestic Corporation  
INTO  
PHOENIX TOWING COMPANY, a Missouri Domestic Corporation**

**Third:       The terms and conditions of the merger and the mode of carrying it into effect are as follows:**

- (a)   The surviving corporation will possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of each merging corporation; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each corporation merged will be taken and deemed to be transferred to and vested in the surviving corporation without further act or deed; and the title to any real estate, or any interest therein, under the laws of this state vested in any of such corporations will not revert or be in any way impaired by reason of such merger. The officers and directors of the corporations are hereby authorized to execute all deeds, assignments and other documents of every nature which may be needed to effectuate a full and complete transfer of ownership as herein authorized.
- (b)   The surviving corporation will be responsible and liable for all the liabilities and obligations of each corporation merged; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of such corporations will be impaired by such merger.
- (c)   The officers and directors of the surviving corporation continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

**Fourth:**      **The manner and basis of converting the shares of each merging corporation into cash, property, shares or other securities or obligations of the surviving corporation, or (if any shares of any merging corporation are not to be converted solely into cash, property, shares or other securities or obligations of the surviving corporation) into cash, property, shares or other securities or obligations of any other domestic or foreign corporation, which cash, property, shares or other securities or obligations of any other domestic or foreign corporation may be in addition to or completely in lieu of cash, property, shares or other securities or obligations of the surviving corporation are as follows:**

Each 200 common shares of Phoenix Towing Company issued and outstanding immediately prior to the effective time of the Merger shall cease to be outstanding and shall be converted into one share of common stock of Phoenix Towing Company, par value \$1.00. Each shareholder of Newcorp Marine, Inc. will receive one share one share of common stock of Phoenix Towing Company for each share of Newcorp Marine, Inc. owned by such shareholder immediately prior to the effective time of the Merger.

**The articles of incorporation of the surviving corporation are to be amended as follows:**

N/A

**Other provisions of the merger are as follows:** N/A