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60 JUL -7 PM 3:09  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MPV VESSEL MANAGEMENT, INC.

FILED  
99 JUL -7 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WHITE BROTHERS CONSULTING, INC., a Florida corporation, document  
number P98000072523

INTO

MPV VESSEL MANAGEMENT, INC., a Florida corporation, P97000009446

File date: July 7, 1999, effective July 8, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER  
OF WHITE BROTHERS CONSULTING, INC.  
INTO  
MPV VESSEL MANAGEMENT, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the corporations that are parties to this merger are MPV VESSEL MANAGEMENT, INC., a Florida corporation ("MPV"), and WHITE BROTHERS CONSULTING, INC., a Florida corporation ("WBC"). The surviving corporation shall be MPV.

2. The Agreement and Plan of Merger (the "Plan of Merger") pursuant to which the two corporations were merged provides that each share of stock of WBC outstanding immediately prior to the merger shall be cancelled regardless of whether the certificates therefor are surrendered. No shares of stock of MPV shall be issued in the merger. The Plan of Merger is attached hereto as Exhibit "A."

3. The effective date of the merger shall be JULY 8, 1999.


4. The Plan of Merger was adopted by the shareholders of each corporation on JUNE 3, 1999.

EXECUTED this 3rd day of JUNE, 1999.

WHITE BROTHERS CONSULTING, INC.

MPV VESSEL MANAGEMENT, INC.

By:

  
Guillermo Canedo White, President

By:

  
Jose Antonio Canedo White, President

STATE OF FLORIDA )

COUNTY OF DADE )

) SS:

The foregoing instrument was acknowledged before me this 3rd day of June, 1999 by Jose Antonio Canedo White, the President of MPV VESSEL MANAGEMENT, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

DATED: June 3, 1999.



Tatiana Avelle  
Notary Public

Document Prepared By:

John S. Tenenholz, Fla. Bar Number 694665

Freeman, Butterman, Haber &amp; Rojas, LLP

520 Brickell Key Dr., #0-305, Miami, Florida 33131

305-374-3800

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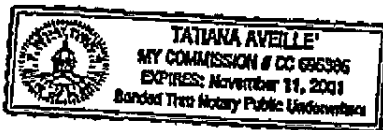
STATE OF FLORIDA )

COUNTY OF DADE )

) SS:

)

The foregoing instrument was acknowledged before me this 3rd day of June 1999, by Guillermo Canedo White, the President of **WHITE BROTHERS CONSULTING, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

DATED: June 3, 1999.

Tatiana Avelle  
Notary Public

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger made as of JUNE 3, 1999, by and between White Brothers Consulting, Inc., a Florida corporation ("WBC"), and MPV Vessel Management, Inc., a Florida corporation ("MPV.");

WITNESSETH THAT:

WHEREAS, WBC has determined that it is in its best interest to reorganize as a corporation in order to increase its access to the capital markets and to enhance its business development;

WHEREAS, the parties desire that WBC be merged with and into MPV, with MPV as the surviving entity, pursuant to the laws of the State of Florida and the State of Delaware;

WHEREAS, the parties intend the merger to be treated as a transfer of assets of WBC to MPV qualified under Section 368 of the Internal Revenue Code of 1986, as amended;

WHEREAS, the authorized Membership Interests of WBC consist of 100 shares of common stock, par value \$1.00 of which 60 shares are currently issued and outstanding;

WHEREAS, the authorized capital stock of MPV consists of 150 shares of Common Stock, \$.01 par value per share, of which 150 shares are currently issued and outstanding;

NOW, THEREFORE, in consideration of the premises and the mutual benefits to be derived from this Agreement, the parties hereby agree upon the following terms and conditions of merger:

1. WBC shall be merged with and into MPV and MPV shall be the surviving entity of the merger. The effective date of the merger (the "Effective Date") shall be the later of the date of the filing of Articles of Merger with the Secretary of State of the State of Florida or the date of filing of a Certificate of Merger with the Secretary of State of the State of Delaware.

2. The certificate of Incorporation, including the corporate purposes and authorized capital stock, and the By-Laws, directors and officers of the surviving corporation shall be those of MPV as of the Effective Date. The directors of MPV shall be Jose Antonio Canedo White and Guillermo Canedo White and the officers shall be JA Canedo White, as President, G. Gil White, as Vice-President, JA Canedo White, as Secretary, and JA Canedo White, as Treasurer.

3. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of WBC shall be transferred to, vested in and devolve upon MPV without further act or deed, and all property, rights and every other interest of WBC shall be as effectively the property of MPV as they were of WBC. The rights of creditors or any liens upon property of WBC shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against such limited liability company, or any director, officer or member thereof, as the case may be, be released or impaired by the merger, but MPV shall be deemed to have assumed and shall be liable for, all liabilities and obligations of WBC in the same manner and to the same extent as if MPV had itself incurred such liabilities or obligations. WBC hereby agrees from time to time, as and when requested by MPV or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as MPV may deem necessary or desirable in order to vest in and confirm to MPV title to and possession

EXHIBIT "A"

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of any property acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of WBC and MPV are fully authorized in the name of WBC or otherwise to take any and all such action.

4. The manner of converting the outstanding capital stock interests of WBC into shares of capital stock of MPV shall be as follows: No additional shares of MPV shall be issued as a result of the merger. The stock interests in MPV shall remain as they were prior to the merger.

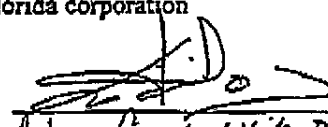
5. MPV, as the surviving corporation of the merger, may be sued in the State of Florida for any prior obligations of either of the constituent entities, and hereby appoints the Secretary of State of the State of Florida as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed on their behalf by their duly authorized representatives all as of the date first written above.

WHITE BROTHERS CONSULTING, INC.  
a Florida corporation

By:   
Guillermo Candelario White, President

MPV VESSEL MANAGEMENT, INC.  
a Florida corporation

By:   
Jose Antonio Candelario White, President

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