

P98000021929

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LONE STAR MARINE SERVICES, INC.

P98000021929

Surving Entity: SEACOR TANKERS HOLDINGS INC. (DE)

☐ Nonprofit

☐ Foreign

☐ Amendment

☒ Merger

☐ Limited Partnership

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Reinstatement

☐ Annual Report

☐ Other

☐ Name Registration

☐ Certified Copy

☐ Fictitious Name

☐ UCC

☐ Call When Ready

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**ARTICLES OF MERGER
(Profit Corporations)**

**LONE STAR MARINE SERVICES, INC.
(Subsidiary)
into
SEACOR TANKERS HOLDINGS INC.
(Parent)**

The following Articles of Merger are submitted in accordance with Florida Statutes Sections 607.1104 through 607.1108, inclusive, to effect the merger of subsidiary company, Lone Star Marine Services, Inc., a Florida corporation, into its parent company and sole shareholder, SEACOR Tankers Holdings Inc., a Delaware corporation (the "**Merger**"). The plan of merger ("**Plan of Merger**") is as follows:

PLAN OF MERGER

1. The name and jurisdiction of the surviving entity:

SEACOR Tankers Holdings Inc., a Delaware corporation ("**Survivor**"). Survivor's principal address is 2200 Eller Drive, Ft. Lauderdale, Florida 33316.

2. The name and jurisdiction of the merging entity:

Lone Star Marine Services, Inc., a Florida corporation ("**Target**") (Florida Document No. P98000021929).

3. Effective Date. The Merger shall be effective as of August 1, 2016.

4. Converting Shares and Liabilities; Governing Law. On the Effective Date of the Merger, the outstanding shares of Target issued and outstanding shall, by virtue of the Merger and without any action on the part of any holder thereof, be cancelled and no longer represent an interest in Target, and Survivor shall pay to the sole shareholder of Target Ten and 00/100 Dollars (\$10.00). In exchange for the shares of Target being cancelled, Survivor shall accept the liabilities of Target. The issued and outstanding shares of Survivor shall not be affected by the Merger. The Survivor shall continue to be governed by the laws of the State of Delaware.

5. Adoption of Merger by Surviving Corporation. The Merger and the Plan of Merger set forth herein were approved and adopted on July 14, 2016, by unanimous written consent of the Board of Directors and the sole shareholder of Survivor, in accordance with the Delaware General Corporation Law.

6. Adoption of Merger by Merging Corporation. The Merger and the Plan of Merger set forth herein were approved and adopted on July 14, 2016, by unanimous written consent of the Board of Directors and the sole shareholder of Target, in accordance with the Florida Business Corporation Act.

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7. Appointment of Agent. Survivor is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Target, if any.

8. Dissenting Shareholders. Survivor is the sole shareholder of Target and has approved the Merger and the Plan of Merger set forth herein. As such, there exist no other shareholders of Target who, except for the applicability of Florida Statutes Section 607.1104, would be entitled to vote and who dissent from the Merger.

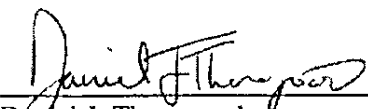
(Remainder of page intentionally left blank. Signature page to follow.)

IN WITNESS WHEREOF, this instrument may be signed in one or more counterparts and was executed as of the dates written below.

"SURVIVOR"

SEACOR Tankers Holdings Inc., a
Delaware corporation

By:

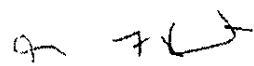

Daniel J. Thorogood
Its President

Dated: July 14, 2016

"TARGET"

Lone Star Marine Services, Inc., a Florida
corporation

By:


Eric Fabrikant
Its President

Dated: July 14, 2016

*[Signature Page to Articles of Merger of Lone Star Marine Services, Inc.
into SEACOR Tankers Holdings Inc.]*

CERTIFICATE OF MERGER
OF
LONE STAR MARINE SERVICES, INC.
(a Florida corporation)
WITH AND INTO
SEACOR TANKERS HOLDINGS INC.
(a Delaware corporation)

Under Sections 18-252 & 18-253 of the Delaware General Corporation Law

The undersigned, Eric Fabrikant, in his capacity as President of Lone Star Marine Services, Inc., a Florida corporation ("**Target**"), and Daniel J. Thorogood, in his capacity as President of SEACOR Tankers Holdings Inc., a Delaware corporation ("**Survivor**"), for the purpose of effecting the merger of Target with and into Survivor (the "**Merger**"), hereby certify as of July 14, 2016:

1. The constituent companies are: Lone Star Marine Services, Inc., a Florida corporation (FL Document # P98000021929), and SEACOR Tankers Holdings Inc., a Delaware corporation (DE File # 5336293).
2. An Agreement and Plan of Merger between Target and Survivor, dated as of the date hereof (the "**Merger Agreement**"), was approved, adopted, certified, executed and acknowledged by the respective board of directors and by the holders of the outstanding shares entitled to vote thereon of each of Survivor and Target, in compliance with the applicable provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, and was executed by each of Target and Survivor.
3. SEACOR Tankers Holdings Inc. is the surviving company. The name of the surviving corporation shall not change.
4. The Certificate of Incorporation of Survivor shall remain the Certificate of Incorporation of Survivor, and the Articles of Incorporation of Target shall have no further force and effect.
5. The effective date of the Merger shall be August 1, 2016.
6. The Merger Agreement, which contains additional provisions concerning the Merger, is maintained at the office of Survivor, 2200 Eller Drive, P.O. Box 13038, Ft. Lauderdale, FL 33316. Survivor will furnish, at the request of any shareholder of Survivor or Target and without charge, a copy of the Merger Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on this the date first written above.

Lone Star Marine Services, Inc.

By: 

Eric Fabrikant
President

SEACOR Tankers Holdings Inc.

By: 

Daniel J. Thorogood
President

[Signature Page to Certificate of Merger of Lone Star Marine Services, Inc. with and into SEACOR Tankers Holdings, Inc.]