

P9 8000094013



ACCOUNT NO. : 072100000032

REFERENCE : 096952 5022577

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : March 29, 2001

ORDER TIME : 10:08 AM

ORDER NO. : 096952-005

CUSTOMER NO: 5022577

CUSTOMER: Martha Schwarz, Legal Asst
Montgomery Mccracken Walker &
123 South Broad Street

Philadelphia, PA 19109

EFFECTIVE DATE
3/31/01

FILED
01 MAR 30 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800003931598--3

ARTICLES OF MERGER

MASEFIELD AMERICA, INC.

INTO

MASEFIELD AMERICA, INC.

RECEIVED
01 MAR 30 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

merge

S. PAYNE APR 2 - 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

MASEFIELD AMERICA, INC., a nonqualified Texas corp.

INTO

MASEFIELD AMERICA, INC., a Florida entity, P98000094013.

File date: March 30, 2001 , effective March 31, 2001

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 2001

CSC
Attn: Norma Hull
Tallahassee, FL

SUBJECT: MASEFIELD AMERICA, INC.
Ref. Number: P98000094013

We have received your document for MASEFIELD AMERICA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

In the heading of the document the name of the merging corp. is MASEFIELD AMERICA INC. and in the body it is MASEFIELD AMERICA, INC. The signature line lists a name MASEFIELD TRADING AG. Please correct accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 701A00019213

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-10-2001 BY 60322
EX-100

RECEIVED
01 MAR 30 PM 4:04
DIVISION OF CORPORATION

ARTICLES OF MERGER

OF

MASEFIELD AMERICA, INC., a Florida corporation

AND

MASEFIELD AMERICA, INC., a Texas corporation

FILED
01 MAR 30 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3/31/01

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 is:

Name

Jurisdiction

Masefield America, Inc.

Florida

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

Name

Jurisdiction

Masefield America, Inc.

Texas

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the later of the date the Articles of Merger are filed with the Florida Department of State or March 31, 2001.

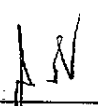

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 29, 2000.

Sixth: The Plan of Merger was approved by the Sole Shareholder of the surviving corporation on December 29, 2000.

Seventh: The Plan of Merger was adopted by the Board of Directors of the merging corporation on December 29, 2000.

Eighth: The Plan of Merger was approved by the Sole Shareholder of the merging corporation on December 29, 2000.

Executed on March 16, 2000.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Masefield America, Inc.		James Daley – Director
Masefield America, Inc.		Karim Souidi - President

PLAN OF MERGER

OF

MASEFIELD AMERICA, INC., a Texas Corporation

AND

MASEFIELD AMERICA, INC., a Florida Corporation

AGREEMENT AND PLAN OF MERGER dated December 29, 2000 by and between Masefield America, Inc., a corporation organized under the laws of the State of Texas, and by Masefield America, Inc., a corporation organized under the laws of the State of Florida.

1. Masefield America, Inc., a corporation organized under the laws of the State of Texas and Masefield America, Inc., a corporation organized under the laws of the State of Florida shall, pursuant to the provisions of the laws of the jurisdiction of organization of Florida and of the Texas Business Corporation Act, be merged with and into a single corporation, to wit, Masefield America, Inc., a corporation organized under the laws of the State of Florida which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Masefield America, Inc., a corporation organized under the laws of the State of Texas, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the Texas Business Corporation Act.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of its organization

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted in

any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the laws of the Texas Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the surviving corporation in compliance with the laws of the jurisdiction of its organization, and, in the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation and the merger shall have been authorized by their duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The surviving corporation will be responsible for the payment of all fees and franchise taxes required by law.