

P99000096190

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

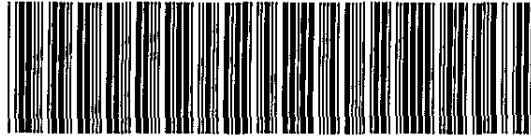
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10/21/04--01052--007 **828.75

*merger
T. Lewis*

FILED
OCT 21 2004
FBI - MEMPHIS

David L. Taus

Certified Public Accountant

November 5, 2004

Thelma Lewis
Document Specialist Supervisor
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: Your letter # 104A00062577 (Copy attached)

Dear Ms. Lewis:

The enclosed merger documents have been corrected / signed as requested in your above referenced letter.

Thank you for your assistance in this matter.

Yours truly,



David L. Taus

David L. Taus

Certified Public Accountant

October 15, 2004

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: Reinstatement of Todd Marine, Inc.
Merger of G&W Marine Services, Inc. (surviving) and Todd Marine, Inc. (merging)

Dear Sir or Madam:

Enclosed are the following:

1. 2004 For Profit Corporation Reinstatement for Todd Marine, Inc.
2. Merger related documents:
 - Transmittal Letter
 - Plan of Merger with attachment of Amendment of Articles of Incorporation for G&W Marine Services, Inc.
 - Statement regarding shareholder approval of Amendment of Articles of Incorporation as required by §607.1006(6).
 - Articles of Merger (Profit Corporations)
3. Check in the amount of \$828.75 for the following charges:

Reinstatement fee for Todd Marine, Inc.	\$750.00
Merger fee \$35.00 for each entity	70.00
Fee for certified copy of merger documents	8.75

Any questions related to these matters should be addressed to me at:

David L. Taus, CPA
One San Jose Place, Suite 21
Jacksonville, Florida 32257
(904) 268-7808

Thank you for your assistance with these matters.

Yours truly,



David L. Taus

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: G&W Marine Services, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David L. Taus
(Name of person)

David L. Taus, CPA
(Name of firm/company)

One San Jose Place, Suite 21
(Address)

Jacksonville, FL 32257
(City/state and zip code)

For further information concerning this matter, please call:

David L. Taus, CPA at (904) 268-7808
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 1, 2004

DAVID L. TAUS, CERTIFIED PUBLIC ACCOUNTANT
ONE SAN JOSE PLACE
SUITE 21
JACKSONVILLE, FL 32257

SUBJECT: G. & W. MARINE SERVICES, INC.
Ref. Number: P99000096190

We have received your document for G. & W. MARINE SERVICES, INC. and check(s) totaling \$828.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The registered agent must sign accepting the designation on the reinstatement application.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 104A00062577

(Profit Corporations)

number
(licable)

6190

Second: The name and jurisdiction of each merging corporation:

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

G&W. Marine Services, Inc.

Jeffrey Todd

President/Director/Secretary

Jeffrey Todd

Jeffrey Todd

President/Director/Secretary

Jeffrey Todd

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

G&W Marine Services, Inc.

Florida

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

Name

Jurisdiction

Todd Marine, Inc.

Florida

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

The business operations and net assets of Todd Marine, INC. will be transferred to (merged into) G&W Marine Services, Inc. G&W Marine, Inc. will assume any liabilities of Todd Marine, Inc. G&W Marine Services, Inc. will continue the business operations formerly administered by Todd Marine, Inc.

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:

The shareholders of the merging corporation (Todd Marine, Inc.) will receive one share of common stock of the surviving corporation (G&W Marine Services, Inc.) in exchange for each share of Todd Marine, Inc. stock they hold immediately before the merger.

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:

Other provisions relating to the merger are as follows:

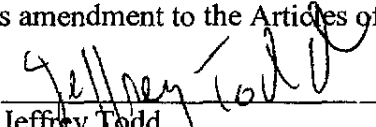
Amendment to Articles of Incorporation

Q&W Marine Services, Inc.
10945 Patton Road
Jacksonville, Florida 32246-3746
(904) 642-0250

1. Paragraph 3 of the Articles of Incorporation (Florida document # P99000096190) filed with the Secretary of State on November 1, 1999 is amended as follows:

"3. The amount of stock authorized shall be 25,000 shares of common stock with a par value of \$1.00 per share."

2. This amendment to the Articles of Incorporation is executed by:

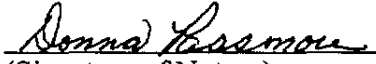


Jeffrey Todd
President/Secretary/Treasurer/Director

STATE OF FLORIDA
COUNTY OF DUVAL

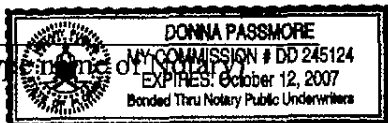
Before me, the undersigned authority, personally appeared Jeffrey Todd, to me known to be the individual described in and who executed the foregoing Amendment to Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed. .

Witness my hand and official seal in Duval County, Florida this 18th day of October, 2004.



(Signature of Notary)

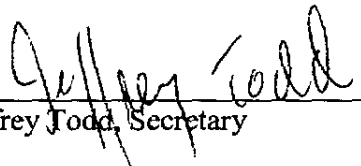
(Print or type name of Notary)



G&W Marine Services, Inc.
Statement Regarding Shareholder Approval of Amendment to Articles of
Incorporation
As Required by § 607.1006(6) Florida Statutes

The shareholder unanimously approved the motion to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 500 shares to 25,000 shares at a Special Meeting of Shareholders held on October 11, 2004.

500 shares were voted at the special meeting. The 500 shares voted represented 100% of the issued and outstanding shares. Therefore, the number of votes cast for the amendment was sufficient for approval.

 10-18-04

Jeffrey Todd, Secretary Date