

P99000099161



ACCOUNT NO. : 072100000032

REFERENCE : 553926 5236A

AUTHORIZATION : *Patricia Pzyto*

COST LIMIT : \$ 78.75

ORDER DATE : January 17, 2000

ORDER TIME : 10:02 AM

ORDER NO. : 553926-005

400003100814--3

CUSTOMER NO: 5236A

CUSTOMER: Robert W. Federspiel, Esq.  
Spinner Dittman Federspiel  
151 Northwest 1st Avenue

Delray Beach, FL 33444

ARTICLES OF MERGER

CANAMER OCEAN TRANSPORT, INC.

INTO

CANAMER OCEAN TRANSPORT, INC.

G. COULLETTE JAN 19 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
00 JAN 18 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 JAN 18 AM 9:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CANAMER OCEAN TRANSPORT, INC., a Virginia corporation not qualified

INTO

**CANAMER OCEAN TRANSPORT, INC.**, a Florida entity, P99000099161

File date: January 18, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

19  
January 18, 2000

CSC

TALLAHASSEE, FL

SUBJECT: CANAMER OCEAN TRANSPORT, INC.  
Ref. Number: P99000099161

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for CANAMER OCEAN TRANSPORT, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

✓ The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 500A00002355

\* Must have Articles of Merger back also. Articles of Merger or Articles + Agreement are both necessary to complete filing.  
Please -  
Thank you,  
Cheryl  
Articles of Merger  
now attached

RECEIVED  
JAN 19 PM 3:12  
RECEIVED  
JAN 19 AM 10:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

TO: Department of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
00 JAN 18 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations have adopted an agreement of merger and hereby adopt these articles of merger. The name of the surviving corporation is CANAMER OCEAN TRANSPORT, INC., a Florida corporation.

### ARTICLES OF INCORPORATION

The articles of incorporation of CANAMER OCEAN TRANSPORT, INC., a Florida corporation, the surviving corporation remain as filed with the Secretary of State and no changes in articles of incorporation of surviving corporation are being made.

### APPROVAL BY DIRECTORS

The agreement of merger of the undersigned corporations was adopted pursuant to Section 607 of the Florida General Corporation Act and shareholder approval is not required.

### EFFECTIVE DATE

The merger of the undersigned corporations will become effective upon filing with the Secretary of the State of Florida.

### ADOPTION OF AGREEMENT

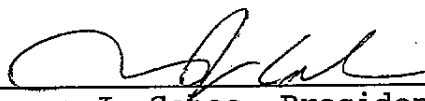
The shareholders of CANAMER OCEAN TRANSPORT, INC., a Florida corporation adopted the plan of merger on December 7, 1999. The shareholders of CANAMER OCEAN TRANSPORT, INC., a Virginia corporation, adopted the plan of merger on December 7, 1999.

The plan of merger calls for an exchange, classification, or cancellation of issued shares of one of the constituent corporations which shall be effected in the following manner:

One Hundred (100) issued shares of CANAMER OCEAN TRANSPORT, INC., a Virginia corporation, shall be exchanged for ten (10) shares of CANAMER OCEAN TRANSPORT, INC., a Florida corporation.


Dated: December 7, 1999.


CANAMER OCEAN TRANSPORT, INC., a  
Florida corporation

By:   
James J. Cohee, President

And:   
James J. Cohee, Secretary

CANAMER OCEAN TRANSPORT, INC., a  
Virginia corporation

By:   
Printed Name: PRESIDENT  
Title: James J. Cohee

And:   
Printed Name: SECRETARY  
Title: James J. Cohee

Plan  
**AGREEMENT OF MERGER**

**Recitals**

THIS AGREEMENT is made this 7th day of December, 1999, by and between CANAMER OCEAN TRANSPORT, INC., a Florida corporation, and CANAMER OCEAN TRANSPORT, INC., a Virginia corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that CANAMER OCEAN TRANSPORT, INC., a Virginia corporation, ("the disappearing corporation") be merged into CANAMER OCEAN TRANSPORT, INC., a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Chapter 607, Florida Statutes;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

**Agreement to Merge**

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

**Name of Merged Corporation**

2. The name of the surviving corporation shall be "CANAMER OCEAN TRANSPORT, a Florida corporation."

### **Place of Office of Surviving Corporation**

3. The place in Florida where the principal office of the surviving corporation is to be located is 2902 Needham Court, City of Delray Beach, and County of Palm Beach, State of Florida.

### **Purposes of Surviving Corporation**

4. The purposes of the surviving corporation are to engage in any lawful act or activity for which corporations may be formed under Chapter 607, Florida Statutes.

### **Authorized Shares of Surviving Corporation**

5. The present number of shares which the disappearing corporation is authorized to issue is 5000 shares of \$10.00 par common stock, of which 100 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 100 shares of common stock having \$10.00 par value. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having \$10.00 par value.

### **First Directors**

6. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

### **Name and Residence of Agent of Corporation**

7. James J. Cohee, of 2902 Needham Court, in the City of Delray Beach, Palm Beach County, State of Florida, being the

County in which the principal office of said CANAMER OCEAN TRANSPORT, INC., a Florida corporation is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said CANAMER OCEAN TRANSPORT, INC., a Florida corporation or either of the said constituent corporations, may be served.

#### **Mode of Effecting Merger**

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on January 3, 2000, and ending on March 3, 2000. Upon surrender to the surviving corporation of the respective certificates for outstanding shares of the disappearing corporation, there shall be issued to the respective holders hereof, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the ratio of 1 to 10 shares of the surviving corporation for each such share of the disappearing corporation, being a total issue of ten (10) shares of the surviving corporation for the entire 100 (100) shares now issued and outstanding of the disappearing corporation; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such



fractional share shall not be issued to such holder if such fraction be less than one-half ( $\frac{1}{2}$ ), and if such fractional share shall be one-half ( $\frac{1}{2}$ ) or more, such holder shall be entitled to one (1) whole share in lieu of such fractional share.

#### **Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest**

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

#### **Articles of Incorporation**

10. The Articles of Incorporation of the surviving corporation as herein amended shall continue to be the Articles of the surviving corporation, until amended as provided by law.

#### **Bylaws**

11. The Bylaws of CANAMER OCEAN TRANSPORT, INC., a Florida corporation shall be the Bylaws of the surviving corporation.

#### **Right of Corporation to Repurchase Its Shares**

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

### Effective Date of Agreement

13. This Agreement shall become effective on the later of: (a) December 31, 1999, or (b) the date of filing of this agreement, or other appropriate certificate, in the manner provided by law. The term "effective date," wherever used in this Agreement, shall mean the effective date herein described.

### Director's Right to Abandon Merger

14. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

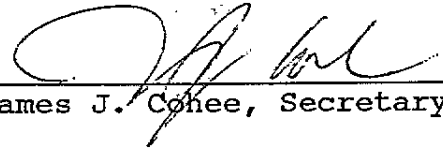
### Execution

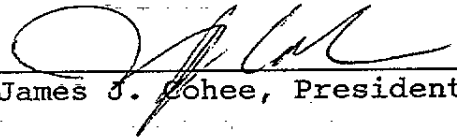
IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

CANAMER OCEAN TRANSPORT, INC., a  
Florida corporation

[SEAL]

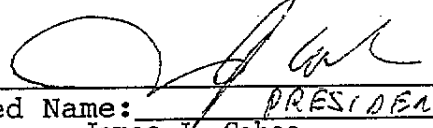
And:

  
James J. Cohee, Secretary

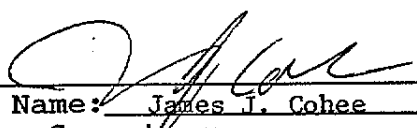
By:   
James J. Cohee, President

CANAMER OCEAN TRANSPORT, INC., a  
Virginia corporation

[SEAL]

By:   
Printed Name: PRESIDENT  
Title: James J. Cohee

And:

  
Printed Name: James J. Cohee  
Secretary