

V42843

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EFFECTIVE DATE

01/01/05

CLERK OF STATE
TALLAHASSEE, FLORIDA

04 DEC 27 PM 1:17

FILED

PS 1/5/05

MARTENSEN ❖ WRIGHT, LLP

A Law Firm

Finn Martensen
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LL.M., Ph. D.

Mogens D. Vestergaard
Attorney at Law, Advokat(L) (Denmark)
LL.M.

Edward J. Wright, Jr.
Attorney at Law

Majbritt M. D. Vestergaard
Advokat (Denmark), LL.M.

Sacramento, December 23, 2004
Ref.: 320-027

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

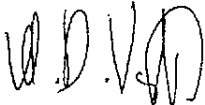
Re.: Semco Maritime, Inc., Florida Corporation No. V42843

With a request for filing, the following is submitted:

- Transmittal Letter
- Original Articles of Merger according to which the above captioned corporation is to be the surviving corporation in the merger.
- Original Agreement and Plan of Merger.
- Two copies of the above captioned documents.
- A check in the amount of US\$ 87.50

The Department of State is kindly asked to certify the two copies of the Articles of Merger and the attached Agreement and Plan of Merger, and subsequently to return such documents to our office.

Very truly yours,



Mogens D. Vestergaard

Enclosures

CALIFORNIA

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Facsimile: +916 448 9084
E-mail: info@usa-eurolaw.com

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DENMARK

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Semco Maritime, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mogens D. Vestergaard
(Name of person)

Martensen Wright, LLP
(Name of firm/company)

112 J Street, 2nd Floor
(Address)

Sacramento, CA 95814
(City/state and zip code)

For further information concerning this matter, please call:

Mogens D. Vestergaard at (916) 448-9088
(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**)
Note: Please certify 2 copies (fees enclosed).

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

FILED

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**ARTICLES OF MERGER
(Profit Corporation)**

CLERK OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, F.S.

EFFECTIVE DATE

01/01/05

First: The name and jurisdiction of the surviving corporation:

Semco Maritime, Inc., a Florida Corporation, Florida corporation number V42843.

Second: The name and jurisdiction of the merging corporation:

Semco Maritime Inc., California, a California Corporation, California corporation number 2155361.

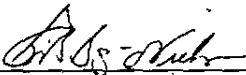
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2005.

Fifth: The Plan of Merger was unanimously adopted by all 1000 outstanding shares of the surviving corporation on December 20, 2004.


The Plan of Merger was unanimously adopted by all 5 outstanding shares of the merging corporation on December 20, 2004..

Signed this 20th day of December 2004, in Esbjerg, Denmark on behalf of Semco Maritime, Inc., a Florida Corporation.


Erik Gaj Nielsen, Board Member


Jan E. Hansen, Board Member

Signed this 20th day of December 2004, in Esbjerg, Denmark on behalf of Semco Maritime Inc., California, a California Corporation.


Erik Gaj Nielsen, Sole Board Member

AGREEMENT AND PLAN OF MERGER

of

Semco Maritime Inc., California, a California Corporation

with and into

Semco, Maritime, Inc., a Florida Corporation

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of December 20, 2004, by and between Semco Maritime Inc., California, a California Corporation and Semco Maritime, Inc., a Florida Corporation.

RECITALS

WHEREAS Semco Maritime, Inc., a Florida Corporation, Florida corporation number V42843 (hereinafter referred to as "Semco Maritime Florida") was incorporated on June 11, 1992;

WHEREAS the authorized capital stock of Semco Maritime Florida consists of 1,000 shares, par value \$ 1 per share, of which all 1,000 shares have been issued and are outstanding;

WHEREAS Semco Maritime Inc., California, a California Corporation, California corporation number 2155361 (hereinafter referred to as "Semco Maritime California") was incorporated on March 1, 1999;

WHEREAS the authorized capital stock of Semco Maritime California consists of 20 shares with no par value, of which 5 shares currently have been issued and are outstanding;

WHEREAS the entire amount of shares issued and outstanding in Semco Maritime Florida as well as in Semco Maritime California is currently held by Semco Maritime A/S, a corporation incorporated in Denmark under corporation number 25 49 07 62 (Hereinafter referred to as the Sole Shareholder);

WHEREAS the respective Boards of Directors of Semco Maritime California and of Semco Maritime Florida by unanimous vote of each such boards deem it advisable and for the benefit of their corporations that Semco Maritime California be merged into Semco Maritime Florida under the terms and conditions hereinafter set forth and said boards of directors have approved this **AGREEMENT AND PLAN OF MERGER**.

NOW, THEREFORE, Semco Maritime Florida and Semco Maritime California having agreed that pursuant to the applicable statutes of Florida and California, and subject to the conditions hereinafter set forth, Semco Maritime California shall be merged into Semco Maritime Florida, which shall be the surviving corporation, and that the plan, terms and conditions of such merger (hereinafter referred to as the "Merger") shall be as follows:

ARTICLE 1

Transfers

At the Time of Merger as defined in Article VI hereof, Semco Maritime California shall be merged into Semco Maritime Florida and the separate existence of Semco Maritime California shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement) and Semco Maritime Florida as the surviving corporation shall continue to exist and shall be governed by the laws of Florida with its present name.

At the Time of Merger, Semco Maritime Florida shall without further act or deed, own and possess all the property of every description, real, personal and mixed, of Semco Maritime California as provided by the Florida Business Corporation Act, as well as the Corporations Code of California. Also, as provided by those laws, all rights of creditors and of any persons dealing with Semco Maritime California and all liens upon any property of Semco Maritime California, shall be preserved unimpaired by the Merger, and all debts, liabilities, obligations and duties of Semco Maritime California shall henceforth attach to Semco Maritime Florida and may be enforced against it to the same extent as if the same had been incurred by it.

ARTICLE II

Conversion of Shares

The manner and basis of converting the shares of Semco Maritime California into shares of Semco Maritime Florida at the Time of Merger shall be as follows:

In recognizing that all outstanding Shares of Semco Maritime Florida as well as Semco Maritime California prior to the merger is owned by the Sole Shareholder, and in recognizing that the contemplated transaction does not affect such sole shareholder's ownership of all shares of Semco Maritime Florida, the parties agree that issuance of new shares in Semco Maritime Florida will have no economic significance. Thus, in return for surrendering his shares of Semco Maritime California, the value of the Sole Shareholder's shares in Semco Maritime Florida will be increased by the value of the assets of Semco Maritime California contributed to its capital in consequence of the merger. In other words, after the merger, the value of the existing shares of Semco Maritime Florida will be determined based on the fact that such corporation now owns the combined assets of the two merging corporations.

ARTICLE III

Board of Directors and Officers

The number of directors of Semco Maritime Florida upon the Merger becoming effective shall be two (2). The names of such directors to serve until the next meeting of shareholders of Semco Maritime Florida to be held after the Time of Merger shall be as follows:

Mr. Erik Gaj Nielsen
Mr. Jan E. Hansen

If at the Time of Merger a vacancy shall exist in the Board of Directors of Semco Maritime Florida as set forth above, by any reason, such vacancy shall be filled in the manner provided in the Bylaws of Semco Maritime Florida.

The officers of Semco Maritime Florida upon the Merger becoming effective shall be the officers of Semco Maritime Florida prior to the Merger, such officers being:

President:	Mr. Vagn Nielsen
Treasurer:	Mr. Vagn Nielsen
Corporate Secretary:	Mr. Finn Martensen

If at the Time of Merger a vacancy shall exist in the officers as set forth above, by any reason, such vacancy shall be filled in the manner provided in the Bylaws of Semco Maritime Florida.

ARTICLE IV

Articles of Incorporation and Bylaws

The Articles of Incorporation and the Bylaws of Semco Maritime Florida shall continue to be the Articles of Incorporation and the Bylaws of Semco Maritime Florida as prior to the time of Merger until these documents shall be altered or amended in the manner provided in the Bylaws of Semco Maritime Florida.

ARTICLE V

Shareholders' Vote

As soon as practical, Semco Maritime Florida and Semco Maritime California shall each hold a meeting of its respective shareholders for the purpose of considering and acting upon this Agreement and any other matters necessary and proper to carry out the transactions contemplated by this Agreement.

ARTICLE VI

Effectuation of Merger

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement and the shareholders actions contemplated by Article V hereof, the further procedures to effectuate the Merger specified the Florida Business Corporation Act and the Corporations Code of California shall be carried out and the Merger shall become effective on January 1, 2005, being the "Time of Merger".

ARTICLE VII

Plan of Reorganization

This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

ARTICLE VIII

Rights of Others

Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or to give any person, firm or corporation other than Semco Maritime Florida, Semco Maritime California and their respective shareholders any rights or remedies under or by reason of this Agreement.

ARTICLE IX

Further Action

From time to time and when requested by Semco Maritime Florida or by its successors or assigns, Semco Maritime California shall execute and deliver such documents and other instruments, and take or cause to be taken such further action as shall be necessary to vest or perfect title to or possession of to Semco Maritime Florida of all properties, interests, rights, privileges, and powers of Semco Maritime California or otherwise to carry out the purposes of this Agreement.

ARTICLE X

Special Power

The Boards of Directors of Semco Maritime Florida and Semco Maritime California hereby specifically empower the corporate secretary of the two (2) corporations, Mr. Finn Martensen, to act on behalf of both corporations in respect to all actions necessary to carry out the purposes of this Agreement.

ARTICLE XI

Counterparts

This Agreement shall be executed in two (2) counterparts and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF this **AGREEMENT AND PLAN OF MERGER** has been signed by each of the Boards of Directors of Semco Maritime Florida and Semco Maritime California.

Signed this 20th day of December 2004, in Esbjerg, Denmark by the Board of Directors of Semco Maritime Florida.

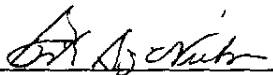


Erik Gaj Nielsen

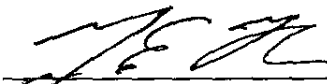


Jan E. Hansen

Signed this 20th day of December 2004, in Esbjerg, Denmark by the Board of Directors of Semco
Maritime California.



Erik Gaj Nielsen



Jan E. Hansen