

CT CORPORATION SYSTEM

01 AUG 18  
FILED  
STATE  
FLORIDA

P010000007804

Offshore, Inc. merging into: Offshore International, Inc. (surviving corpor.)

Merge

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 AUG -1 AM 11:09

NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

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-08/01/01-01051-023  
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| <input type="radio"/> Foreign             | <input type="radio"/> Amendment              | <input checked="" type="radio"/> Merger  |
| <input type="radio"/> Limited Partnership | <input type="radio"/> Dissolution/Withdrawal | <input type="radio"/> Mark               |
| <input type="radio"/> LLC                 | <input type="radio"/> Reinstatement          | <input type="radio"/> Other              |
| <input type="radio"/> Certified Copy      | <input type="radio"/> Annual Report          | <input type="radio"/> Change of RA       |
|   | <input type="radio"/> Name Registration      | <input type="radio"/> UCC                |
|   | <input type="radio"/> Fictitious Name        | <input type="radio"/> CUS                |
| <input type="radio"/> Call When Ready     | <input type="radio"/> Photocopies            |  |
| <input checked="" type="radio"/> Walk In  | <input type="radio"/> Call If Problem        | <input type="radio"/> After 4:30         |
| <input type="radio"/> Mail Out            | <input type="radio"/> Will Wait              | <input checked="" type="radio"/> Pick Up |

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Document DR  
Examiner DR Ref#: \_\_\_\_\_  
Updater DR  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_ Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

MERGING:

OFFSHORE, INC., a Pennsylvania corporation not authorized to transact  
business in Florida

INTO

**OFFSHORE INTERNATIONAL, INC.**, a Florida entity, P01000007804.

File date: August 1, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
OFFSHORE INTERNATIONAL, INC., a Florida corporation  
and  
OFFSHORE, INC., a Pennsylvania corporation

FILED  
01 AUG - 1 PM 4: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), OFFSHORE INTERNATIONAL, INC. ("OFFSHORE INTERNATIONAL"), a Florida corporation, and OFFSHORE, INC. ("OFFSHORE"), a Pennsylvania corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are OFFSHORE INTERNATIONAL, INC. ("OFFSHORE INTERNATIONAL") and OFFSHORE, INC. ("OFFSHORE").
2. OFFSHORE is hereby merged with and into OFFSHORE INTERNATIONAL and the corporate existence of OFFSHORE shall cease. OFFSHORE INTERNATIONAL is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Sole Director and Sole Shareholder of OFFSHORE by written consent in lieu of holding special meetings dated January 31, 2001, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Sole Director and Sole Shareholder of OFFSHORE INTERNATIONAL by written consents in lieu of holding special meetings dated January 31, 2001, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with provisions of Sections 607.1105, 607.1106 and 607.1107 of the Act.

The parties have caused these Articles of Merger to be executed on January 31, 2001.

OFFSHORE, INC., a Pennsylvania  
corporation

By: Norman Beckman  
Name: Norman Beckman  
Title: President

OFFSHORE INTERNATIONAL, INC., a  
Florida corporation

By: Norman Beckman  
Name: Norman Beckman  
Title: President

EXHIBIT "A"

**PLAN AND AGREEMENT OF MERGER**

THIS PLAN AND AGREEMENT OF MERGER, made this 31<sup>ST</sup> day of January, 2001, by and between OFFSHORE, INC., a Pennsylvania corporation (hereinafter referred to as "OFFSHORE") and OFFSHORE INTERNATIONAL, INC., a Florida corporation (hereinafter referred to as "OFFSHORE INTERNATIONAL"), the said corporations being hereinafter sometimes each referred to as a "Corporation" or collectively referred to as the "Corporations".

**WITNESSETH:**

WHEREAS, Offshore is a corporation duly organized and existing under the laws of the State of Pennsylvania, having been incorporated on March 7, 1988, and having authorized capital stock consisting of 1,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding; and

WHEREAS, Offshore International is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on January 22, 2001, and having an authorized capital stock consisting of 1,000 shares of Common Stock, with no par value, of which 100 shares are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of each of the Corporations have this day determined it to be in the best interests of the Corporations that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. Offshore shall be merged into Offshore International on the effective date hereinafter set forth, in accordance with the applicable laws of the State of Florida, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such

effective date, Offshore International shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the State of Florida.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Offshore International, upon the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. By-Laws of Surviving Corporation. The By-Laws of Offshore International in force on the effective date of the merger shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. Directors and Officers.

(a) The Directors of Offshore International shall be the Directors of the Surviving Corporation.

(b) The officers of Offshore International shall be the officers of the Surviving Corporation.

5. Shares of Constituent Corporations. Each share of capital stock of Offshore outstanding on the effective date of the merger shall thereupon, without further action, be and continue to be one (1) share of the capital stock of the Surviving Corporation.

6. Effect of Merger. Upon this merger becoming effective:

(a) The separate corporate existence of Offshore shall terminate and Offshore International shall become the owner, without other transfer or further act or deed, of all of the

rights, privileges, powers, property, franchises, estates and interests of every kind of Offshore, as effectually as the property of the Surviving Corporation as they were and shall be subject to all debts and liabilities of Offshore International had itself incurred them; and Offshore International shall be subject to all of the restrictions, disabilities and duties of all of the Corporations, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of any of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of Offshore shall be taken up on the books of Offshore International in the respective amounts at which they shall at that time be carried on the books of Offshore.

7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective upon the filing of the requisite form of Certificate of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers as of the day and year first above written.

OFFSHORE, INC., a Pennsylvania corporation

By: Norman Beckman Pres  
Norman Beckman, President

[Corporate Seal]

Attest: Norman Beckman Sec.  
Norman Beckman, Secretary

[Signatures continued on next page]

OFFSHORE INTERNATIONAL, INC., a Florida  
corporation

By: Norman Beckman Pres.  
Norman Beckman, President

[Corporate Seal]

Attest: Norman Beckman Sec.  
Norman Beckman, Secretary