

Filing Fee: See Instructions

ID Number:

125585



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

WATERSON STEVEDORING, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

	Name of entity	Type of entity	State under which entity is organized
154695	Waterson Breakbulk Inc.	Corporation	Rhode Island
125585	Waterson Stevedoring, Inc.	Corporation	Rhode Island

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is Waterson Stevedoring, Inc.

which is to be governed by the laws of the state of Rhode Island

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

- e. If the surviving entity's name has been amended via the merger, please state the new name:

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

WATERSON BREAKBULK INC.

Print Entity Name

By:

Name of person signing

Bruce P. Waterson, its President and Treasurer

Title of person signing

By:

Name of person signing

Carol J. Waterson, its Vice President and Secretary

Title of person signing

WATERSON STEVEDORING, INC.

Print Entity Name

By:

Name of person signing

Bruce P. Waterson, its President and Treasurer

Title of person signing

By:

Name of person signing

Carol J. Waterson, its Vice President and Secretary

Title of person signing

PLAN AND AGREEMENT OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of May 31, 2007
("Agreement of Merger"), by and between Waterson Breakbulk Inc. ("Waterson Breakbulk")
and Waterson Stevedoring, Inc. ("Waterson Stevedoring"), two Rhode Island corporations each
having an usual place of business in North Smithfield, RI 02896.

WHEREAS, the holders of all the outstanding shares of capital stock of Waterson
Breakbulk and Waterson Stevedoring and the Directors of Waterson Breakbulk and Waterson
Stevedoring believe that it is in the best interest of each corporation that Waterson Breakbulk be
merged into Waterson Stevedoring:

NOW THEREFORE, in consideration of the mutual undertakings hereinafter set forth the
parties hereto agree as follows:

1. Merger. Waterson Breakbulk shall be merged into Waterson Stevedoring by the
transfer to Waterson Stevedoring of all the assets of Waterson Breakbulk subject to all its
liabilities and obligations, which liabilities and obligations Waterson Stevedoring shall assume in
complete cancellation of all the capital stock of Waterson Breakbulk.

2. Survivor Corporation. The name of the surviving corporation shall be Waterson
Stevedoring, Inc. ("Surviving Corporation").

3. Directors and Officers. The Directors and Officers of the Surviving Corporation,
who shall hold office until their successors are chosen or appointed according to the By-Laws of
the Surviving Corporation, shall be as follows:

President, Treasurer

and Director.....Bruce P. Waterson

Vice President, Secretary

and Director.....Carol J. Waterson

4. By-Laws. The By-Laws of the Surviving Corporation shall be the By-Laws of
said Surviving Corporation from and after the Merger and shall continue in full force and effect
until altered or amended as therein provided under the authority of the laws of the Rhode Island.

5. Articles of Incorporation. The Articles of Incorporation of the Surviving
Corporation, as amended, on file with the Secretary of State of Rhode Island shall be the
Articles of Incorporation of said Surviving Corporation from and after the merger.

6. Shares of Stock. The number of shares of authorized capital stock and the
number of shares of issued capital stock of the Surviving Corporation shall be as they presently

exist.

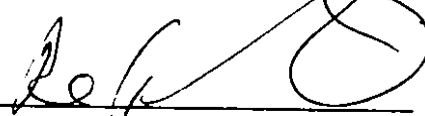
7. Cancellation of Shares of Stock. The capital stock of Waterson Breakbulk shall be completely cancelled and that of Waterson Stevedoring shall be unaffected by the merger.

8. Approval of Merger. This Agreement of Merger and the Merger contemplated herein have been approved by the Shareholders and Directors of Waterson Breakbulk and Waterson Stevedoring in accordance with the General Laws of Rhode Island, 1956, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Merger under seal as of the day and year first above written.

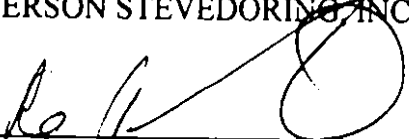
MERGER ENTITY:

WATERSON BREAKBULK INC.

By: 
Bruce P. Waterson, its President

SURVIVOR ENTITY:

WATERSON STEVEDORING INC.

By: 
Bruce P. Waterson, its President