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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 176632 4141A
AUTHORIZATION : *Patricia Pizots*
COST LIMIT : \$ 78.75

ORDER DATE : January 31, 2005
ORDER TIME : 8:38 AM
ORDER NO. : 176632-005
CUSTOMER NO: 4141A

CUSTOMER: Ms. Michelle Sanderson
Gunster, Yoakley & Stewart,
Suite 3400, One Biscayne Tower
Two South Biscayne Boulevard
Miami, FL 33131

ARTICLES OF MERGER

VETRERIE BRUNI U.S.A., INC.

INTO

BRUNI GLASS PACKAGING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

**ARTICLES OF MERGER
BY AND BETWEEN VETRERIE BRUNI U.S.A., INC.
AND
BRUNI GLASS PACKAGING, INC.**

Pursuant to the provisions of Sections 607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act"), **VETRERIE BRUNI U.S.A., INC.**, a Florida corporation ("Merging Corporation"), and **BRUNI GLASS PACKAGING, INC.**, a Florida corporation ("Surviving Corporation"), hereby adopt and approve the following Articles of Merger for the purpose of merging (the "Merger") the Merging Corporation into the Surviving Corporation.

- FIRST:** The Plan of Merger is attached to these Articles of Merger as Exhibit "A".
- SECOND:** On the Closing Date (as defined below) and by unanimous written consent, the Plan of Merger was adopted by the Board of Directors of the Surviving Corporation and approved by the Shareholder of the Surviving Corporation.
- THIRD:** On the Closing Date (as defined below) and by unanimous written consent, the Plan of Merger was adopted by the Board of Directors of the Merging Corporation and approved by the Shareholders of the Merging Corporation.
- FOURTH:** The Merger is permitted under the applicable laws of the State of Florida and is not prohibited by the articles of incorporation or bylaws of either the Surviving Corporation or the Merging Corporation, nor by any agreement to which the Surviving Corporation or the Merging Corporation are a party.
- FIFTH:** The closing date ("Closing Date") shall be the date upon which the Plan of Merger was executed.
- SIXTH:** Article V(a) of the Articles of Incorporation of the Surviving Corporation as amended, shall be further amended to read as follows:
- "Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock each having \$1.00 par value."

IN WITNESS WHEREOF, these Articles of Merger have been duly authorized and executed by and on behalf of the Merging Corporation and the Surviving Corporation as of this 25th day of January, 2005.

VETRERIE BRUNI U.S.A., INC.,
a Florida corporation

By: _____

Gino del Bon, CEO

BRUNI GLASS PACKAGING, INC.,
a Florida corporation

By: _____

Gino del Bon, President

FILED
05 FEB -1 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
BY AND BETWEEN
VETRERIE BRUNI, U.S.A., INC.
AND
BRUNI GLASS PACKAGING, INC.**

Pursuant to the provisions of Sections 607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act") **VETRERIE BRUNI U.S.A., INC.**, a Florida corporation ("Merging Corporation"), and **BRUNI GLASS PACKAGING, INC.**, a Florida corporation ("Surviving Corporation"), hereby adopt and approve the following Plan of Merger for the purpose of merging (the "Merger") the Merging Corporation into the Surviving Corporation.

The Merging Corporation and the Surviving Corporation desire to effect the Merger as follows:

1. **Terms and Conditions of Merger.** At the closing ("Closing") of the transactions contemplated by this Plan of Merger, the Merging Corporation and the Surviving Corporation shall execute this Plan of Merger and the Articles of Merger by and among the Merging Corporation and Surviving Corporation ("Articles of Merger") (collectively, "Merger Documents"), pursuant to the applicable provisions of the Act. As of the Effective Date (as defined below), the Merging Corporation shall be merged with and into the Surviving Corporation, and as of such date, the Surviving Corporation shall assume all the rights, privileges and obligations of the Merging Corporation.
2. **Name of Surviving Corporation.** As of the Effective Date, the Surviving Corporation shall use the name: **BRUNI GLASS PACKAGING, INC.**, a Florida corporation.
3. **Conversion of Shares.** As of the Effective Date, all of the Merging Corporation's authorized shares of stock and issued shares of stock shall be retired, and each shareholder of the Merging Corporation shall be issued a pro rata amount of the shares of common stock ("Shares") of the Surviving Corporation such that the total authorized Shares shall be 2,000,000 and the total issued Shares shall be 1,063,930, with 510,000 Shares issued to DLB Investimenti, Srl, an Italian company; 490,000 Shares issued to Vetrerie Bruni, S.p.A., an Italian company; and 63,930 Shares issued to Niculae Cantuniar.
4. **Articles of Incorporation.** As of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation, as amended, of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as provided in such Articles of Incorporation.
5. **Bylaws.** As of the Effective Date, the Bylaws of the Surviving Corporation shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as provided in such Bylaws.
6. **Directors and Officers.** As of the Effective Date, the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation, shall be:

Gino del Bon	Director and Chairman
Roberto del Bon	Director, Chief Executive Officer and Secretary
Niculae Cantuniar	Chief Operating Officer and President



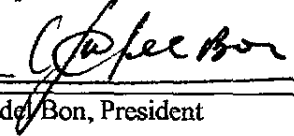
7. **Filing Articles of Merger.** Following the execution of the Merger Documents, the Surviving Corporation shall file the Articles of Merger, with this Plan of Merger attached, with the Department of State for the State of Florida.
8. **Effective Date.** The effective date ("Effective Date") of the Merger shall be February 1, 2005.
9. **Amendment of Plan of Merger.** The Board of Directors of the Merging Corporation and the Board of Directors of the Surviving Corporation are authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger with the Department of State for the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been duly authorized and executed by and on behalf of the Merging Corporation and the Surviving Corporation as of this 28th day of January, 2005.

VETRERIE BRUNI U.S.A., INC.,
a Florida corporation

By: 
Gino del Bon, CEO

BRUNI GLASS PACKAGING, INC.,
a Florida corporation

By: 
Gino del Bon, President