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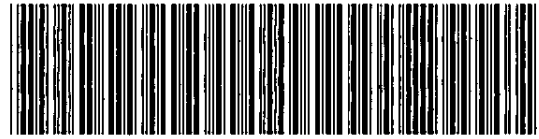
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

N. Collins DEC 16 2009

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Continental Glass Systems, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Jeffrey N. Marks

Contact Person

Jeffrey N. Marks, P.A.

Firm/Company

790 E. Broward Blvd., Suite 203

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

jm@markslaw.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey N. Marks

Name of Contact Person

at ( 954 ) 713-7400

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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09 DEC 15 AM 11:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit Corporation**

The following Articles of Merger are submitted to merge the below described Florida For Profit Limited Liability Company and Florida For Profit Corporation in accordance with Section 607.1109, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for the sole merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
325-74, LLC (Merging Party)	Florida	LLC, For Profit <i>LOS-77874</i>

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continental Glass Systems, Inc. (Surviving Party)	Florida	Corporation/For Profit <i>POS-51800</i>

**THIRD:** The attached Plan of Merger was approved by each business entity (a domestic corporation, Continental Glass Systems, Inc. as well as a limited liability company, 325-74, LLC) that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes; the Plan of Merger does not require approval of any other party/business entity.

**FOURTH:** The effective date of the merger will be the date of filing.

**FIFTH:** The Surviving Party, Continental Glass Systems, Inc., is/was formed in the State of Florida. The Merging Party, 325-74, LLC, is/was formed in the State of Florida.

**SIXTH:** The Surviving Party is a Florida entity with a Registered Agent appointed of record.

The following signatories are the sole Shareholders/Directors/Officers of the Surviving Party, Continental Glass Systems, Inc., as well as the sole Members and/or Manager(s) of the Merging Party, 325-74, LLC, and, IN WITNESS WHEREOF, all of such signatories hereby sign this CERTIFICATE OF MERGER and affirm the statements made herein as true under the penalties of perjury this 14 day of December, 2009.

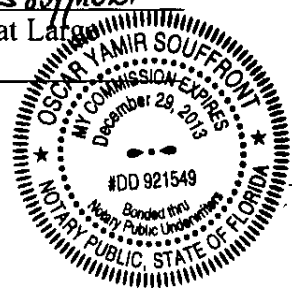
<u>Name of Entity/Organization</u>	<u>Signatures</u>	<u>Name of Individual</u>
<u>Surviving Party:</u>		
Continental Glass Systems, Inc.		Samir Moussa, Shareholder/ Director/President
Continental Glass Systems, Inc.		Shlomo Epstein, Shareholder/ Director/Vice President
Continental Glass Systems, Inc.		Jeffrey N. Marks, Shareholder/ Director/Secretary
<u>Merging Party:</u>		
325-74, LLC		Samir Moussa, Member
325-74, LLC		Shlomo Epstein, Member
325-74, LLC		Jeffrey N. Marks, Member/ Manager

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Samir Moussa, in his capacities as Shareholder/Director/President of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, and Shlomo Epstein in his capacities as Shareholder/Director/Vice President of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, both of whom are personally known to me.

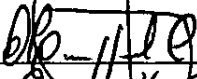
Printed Name: Oscair J. Souffront  
Notary Public, State of Florida at Large  
My Commission Expires: \_\_\_\_\_

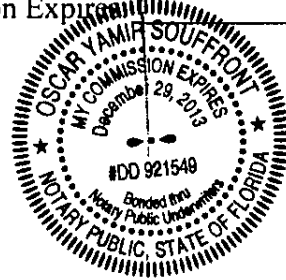
(Notary Provision for Jeffrey N. Marks on Next Page)



STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Jeffrey N. Marks, in his capacities as Shareholder/Director/Secretary of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, who is personally known to me.

  
Printed Name: Oscar Y. Souffront  
Notary Public, State of Florida at Large  
My Commission Expires \_\_\_\_\_



2009/CGS/Merger/Articles

**PLAN OF MERGER of  
325-74, LLC  
(a Florida limited liability company) into  
CONTINENTAL GLASS SYSTEMS, INC.  
(a Florida corporation)**

**FIRST:** The exact name, form/entity type, and jurisdiction for each/the sole **merging** party (325-74, LLC) are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
325-74, LLC (Merging Party)	Florida	LLC, For Profit

**SECOND:** The exact name, form/entity type, and jurisdiction of the sole **surviving** party (Continental Glass Systems, Inc.) are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Continental Glass Systems, Inc. (Surviving Party)	Florida	Corporation/For Profit

**THIRD:** This Plan of Merger has been adopted by all of the Members (as well as the sole Manager) of 325-74, LLC, a Florida limited liability company, and by all of the Shareholders/Directors/Officers of Continental Glass Systems, Inc., a Florida corporation, pursuant to Chapters 607 and 608, Florida Statutes:

1. The name of the limited liability company to be merged is 325-74, LLC, a Florida for profit limited liability company (the "Merging Party"). The name of the surviving corporation is Continental Glass Systems, Inc., a Florida for profit corporation (the "Surviving Party").
2. The terms and conditions of the proposed merger are as follows:
  - a) The Shareholders Agreement of the Surviving Party on the effective date of the merger shall continue to be the Shareholders Agreement of the Surviving Party.
  - b) The Surviving Party shall continue to be operated by its Shareholders, Directors, and Officers as per the Shareholders Agreement.
  - c) The effect of the merger shall be the effect described in Chapter 607, Florida Statutes.
  - d) The manner and basis of converting the limited liability company interests of each of the Members of the Merging Party into corporate stock interest of the Surviving Party is as follows: prior to and after the merger, the individuals who were Members of the Merging Party will be the sole Shareholders of the Surviving Party, and the legal and equitable

interests that they held as Members of the Merging Party shall be proportionally the same that they held and will hold as sole owners/shareholders of the corporate stock of the Surviving Party; more specifically, prior to the merger, Samir Moussa and Shlomo Epstein each held a 41% ownership interest as Members in the Merging Party, and Jeffrey N. Marks held an 18% ownership interest as a Member in the Merging Party, and after the merger, as was the case prior to the merger, Samir Moussa and Shlomo Epstein each held and will continue to hold a 41% legal and equitable interest in the Surviving Party as Shareholders and Jeffrey N. Marks held and shall continue to hold an 18% legal and equitable interest in the Surviving Party as a Shareholder; as a result, the Membership interests previously held in the Merging Party shall be deemed to be canceled and there shall be no change and/or additional issuance of stock in and/or for the Surviving Party, as the merger does not create a need for same.

IN WITNESS WHEREOF, the undersigned hereby signed this Plan of Merger and affirm the statements made herein as true under the penalties of perjury this 14 day of December, 2009.

CONTINENTAL GLASS SYSTEMS, INC.

325-74, LLC

By [Signature]  
Samir Moussa, Stockholder/Director/  
President

By [Signature]  
Samir Moussa, Member

By: [Signature]  
Shlomo Epstein, Stockholder/Director/  
Vice President

By [Signature]  
Shlomo Epstein, Member

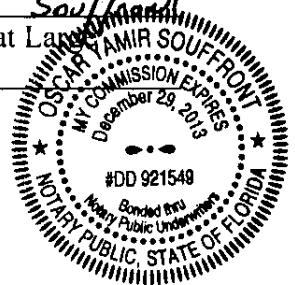
By [Signature]  
Jeffrey N. Marks, Stockholder/Director/  
Secretary

By [Signature]  
Jeffrey N. Marks, Member/  
Manager

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Samir Moussa, in his capacities as Shareholder/Director/President of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, and Shlomo Epstein in his capacities as Shareholder/Director/Vice President of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, both of whom are personally known to me.

Printed Name: Oscar Y. Souffrant  
Notary Public, State of Florida at Largo  
My Commission Expires: \_\_\_\_\_

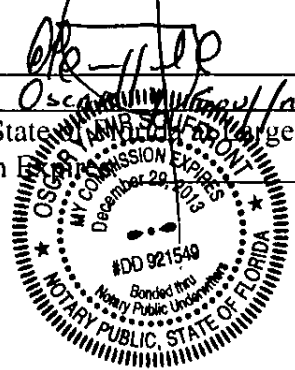


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STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer/duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Jeffrey N. Marks, in his capacities as Shareholder/Director/Secretary of Continental Glass Systems, Inc. as well as in his capacity as Member of 325-74, LLC, who is personally known to me.

Printed Name: Oscar J. Schuffert  
Notary Public, State of FLORIDA  
My Commission Expires December 29, 2013



2009/CGS/Merger/Plan

FILED  
09 DEC 15 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA