

P39104

E. PAUL TONKOVICH
PROFESSIONAL CORPORATION
ATTORNEY AT LAW

E. PAUL TONKOVICH
MATTHEW L. TONKOVICH

1851 E. FIRST STREET, SUITE 800
SANTA ANA, CALIFORNIA 92705

AREA CODE 714
TELEPHONE 558-8655
FAX 543-8406
E-MAIL epault@apc.net
E-MAIL matthewtonk@msn.com

August 5, 1999

900002953019--4

-08/06/99-01078-020
****175.00 ****175.00

Sent By Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 33299

Merger of Three Domestic Florida Corporations into
Rotonics Manufacturing Inc., a Delaware corporation

Gentlemen:

Enclosed please find the original and two (2) copies each of a Plan Of Merger and Articles Of Merger for the above transaction plus my Professional Corporation's check for \$175.00 to cover the filing fee for four (4) corporations (\$140.00) and the certification fee for you to certify all of the enclosed extra copies (\$35.00).

Please file the enclosed documents as soon as reasonably possible and return the certified copies to me by Federal Express using the enclosed Federal Express instructions. If for any reason you are unable to file the enclosed documents, please call me collect at the telephone number shown above.

Thank you for your courtesy and cooperation on this matter.

Very truly yours,

E. Paul Tonkovich

E. PAUL TONKOVICH

EPT/mw

cc: Douglas W. Russell

FILED
99 AUG -6 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
merged

T. LEWIS AUG 13 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROTOCAST PLASTIC PRODUCTS, INC., a Florida corporation, S41708.

NUTRON PLASTICS, INC., a Florida corporation, 288409.

ROTOCAST MANAGEMENT CORPORATION, a Florida corporation, S41316.

INTO

ROTONICS MANUFACTURING INC., a Delaware corporation, P39104

File date: August 6, 1999

Corporate Specialist: Thelma Lewis

(Profit Corporations)

FILED
99 AUG -6 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Name _____

Rotonics Manufacturing Inc.

Delaware

Name

Rotocast Plastic Products, Inc.

Florida

Nutron Plastics, Inc.

Florida

Rotocast Management Corporation

Florida

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Rotonics Manufacturing
Inc.

E. Paul Tonkovich

E. Paul Tonkovich - Secretary

Rotocast Plastic Products
Inc.

E. Paul Tonkovich

E. Paul Tonkovich - Assistant
Secretary

Nutron Plastics, Inc.

E. Paul Tonkovich

E. Paul Tonkovich - Assistant
Secretary

Rotocast Management
Corporation

E. Paul Tonkovich

E. Paul Tonkovich - Assistant
Secretary

PLAN OF MERGER
(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation:

(1) The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of each subsidiary corporation named below are:

<u>Name</u>	<u>Jurisdiction</u>
Rotonics Manufacturing Inc., referred to herein as the "Parent", the "Buyer" or the "Surviving Corporation"	Delaware

(2) The name and jurisdiction of each subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Rotocast Plastic Products, Inc. ("Plastic Products")	Florida
Nutron Plastics, Inc. ("Nutron")	Florida
Rotocast Management Corporation ("Rotocast Management")	Florida

The foregoing three (3) Florida corporations are referred to herein as the "Florida Subsidiaries" or the "Disappearing Corporations".

(3) The manner and basis of converting the shares of the Florida Subsidiaries or the Parent into shares, obligations or other securities of the Parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations and other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) On March 24, 1998, an Agreement And Plan Of Merger And Reorganization dated March 24, 1998 (the "1998 Agreement") was executed and delivered by the Parent as the Buyer, GSC Industries, Inc., a Florida corporation ("GSC"), Rotocast International, Inc., a Delaware corporation ("Rotocast"), the three (3) Disappearing Corporations and four (4) other foreign corporations (collectively

the "Rotocast Subsidiaries") which sets forth the terms of the Plan of Merger described below.

(b) On March 24, 1998, GSC owned all of the issued and outstanding capital stock of Rotocast and Rotocast in turn owned all of the issued and outstanding capital stock of the Rotocast Subsidiaries;

(c) Pursuant to the 1998 Agreement, all parties agreed that in return for 2,072,539 shares of the Surviving Corporation's capital stock and a \$2,000,000 Secured Promissory Note, both of which were to be and were in fact issued and delivered to GSC on the Closing Date of March 25, 1998, that all of the issued and outstanding capital stock of Rotocast and each of the Rotocast Subsidiaries was to be and was in fact transferred and delivered to the Surviving Corporation on the Closing Date thereby making the Surviving Corporation the owner and holder of all of the issued and outstanding capital stock of Rotocast and each of the Rotocast Subsidiaries;

(d) Pursuant to the 1998 Agreement, effective April 28, 1998, Rotocast as the disappearing corporation was merged into the Buyer as the Surviving Corporation in the State of Delaware by virtue of a Certificate Of Merger Of Domestic Corporations filed with the Delaware Secretary of State on April 28, 1998 thereby making the Buyer the owner of 100% of the issued and outstanding capital stock of each of the Rotocast Subsidiaries;

(e) Pursuant to the 1998 Agreement, effective June 26, 1998, Plastic Products, Nutron, Rotocast Management and three (3) of the other foreign corporations as the Disappearing Corporations were merged into the Buyer as the Surviving Corporation in the State of Delaware by virtue of Certificates Of Merger Of Foreign Corporations Into Domestic Corporations all of which were filed with the Delaware Secretary of State on June 26, 1998;

(f) Certificates Of Merger, Articles Of Merger or other appropriate documents have been filed and are being filed in Louisiana, Texas and Nevada with respect to the other foreign corporations in order to complete the merger transactions between the Surviving Corporation and each of the other foreign corporations; and

(g) Rotocast Plastic Products Of Tennessee, Inc. will continue to be operated as a separate subsidiary corporation of the Surviving Corporation as permitted by the 1998 Agreement.

(4) If the merger is between the Parent and a Subsidiary Corporation and the Parent is not the Surviving Corporation, a provision for the pro rata issuance of shares of the Subsidiary to the holders of the shares of the Parent corporation upon surrender of any certificates is as follows:

Not applicable.

(5) If applicable, shareholders of the Subsidiary Corporations, who, except for the applicability of Section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable. There were no dissenting shareholders under the 1998 Agreement.

(6) Other provisions relating to the merger are as follows:

(a) The Certificate Of Incorporation of the Buyer as amended on March 25, 1998 shall be the Certificate Of Incorporation of the Surviving Corporation and until further amended as provided by law;

(b) The By-Laws of the Buyer as amended on March 25, 1998 shall be the By-Laws of the Surviving Corporation until the same shall be thereafter altered, amended or repealed;

(c) The directors and officers of the Buyer on March 25, 1998 shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and shall qualify and as otherwise provided by the By-Laws of the Surviving Corporation; and

(d) The effective dates of the mergers in each of the particular states is upon the filing of the Certificates Of Merger, Articles Of Merger, Plans Of Merger or other appropriate documents in accordance with the requirements of the laws of the states of Florida, Delaware and the other states of incorporation for the other corporations.