

P96000000563

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**MERGER OR SHARE EXCHANGE**

**Polymer International Corp.**

Certificate of Status	0
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January 4, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INTERNATIONAL CONTAINER SYSTEMS, INC.

300 S ORANGE AVENUE

SUITE 1000, ATTN: D. PENFIELD

ORLANDO, FL 32801US

SUBJECT: INTERNATIONAL CONTAINER SYSTEMS, INC.

REF: P96000000563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please change the statute number to 607.1105 and/or 607.1107 instead of 607.1104 and 607.1109. Please remove the word entity and substitute the word corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H06000303781  
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P.O BOX 6327 - Tallahassee, Florida 32314



December 29, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INTERNATIONAL CONTAINER SYSTEMS, INC.

300 S ORANGE AVENUE

SUITE 1000, ATTN: D. PENFIELD

ORLANDO, FL 32801US

SUBJECT: INTERNATIONAL CONTAINER SYSTEMS, INC.

REF: P96000000563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Page 1 -second paragraph states that Polymer International Corp is a Virginia corporation and page 2 of the plan of merger states that it is a Delaware corporation. Please correct one of the pages.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H06000303781  
Letter Number: 306A00073105

P.O BOX 6327 - Tallahassee, Florida 32314

EFFECTIVE DATE  
12/31/06

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2006 DEC 29 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
INTERNATIONAL CONTAINER SYSTEMS, INC.  
(a Florida corporation)  
INTO  
POLYMER INTERNATIONAL CORP.  
(a Virginia corporation)**

These Articles of Merger are being submitted by INTERNATIONAL CONTAINER SYSTEMS, INC., a Florida corporation (the "Merging Corporation"), and POLYMER INTERNATIONAL CORP., a Virginia corporation (the "Surviving Corporation") in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"). These Articles of Merger relate to the merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation.

**FIRST:** The name, street address of its principal office, jurisdiction and entity type for the subsidiary Merging Corporation is as follows:

International Container Systems, Inc.,  
a Florida corporation  
3647 Cortez Road West  
Bradenton, Florida 34210

**SECOND:** The name, street address of its principal office, jurisdiction and entity type for the parent Surviving Corporation is as follows:

Polymer International Corp.,  
a Virginia corporation  
3647 Cortez Road West  
Bradenton, Florida 34210

**THIRD:** The Merger will be effected pursuant to the Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). The attached Plan of Merger was approved by the sole shareholder of the subsidiary Merging Corporation in accordance with the applicable provisions of the FBCA on December 20, 2006.

FOURTH: The attached Plan of Merger was approved by the sole shareholder of parent Surviving Corporation in accordance with the applicable laws of the Commonwealth of Virginia on December 20, 2006.

FIFTH: This Merger shall become effective at 12:00 a.m. eastern time on December 31, 2006.

SIXTH: The parent Surviving Corporation agrees to promptly pay to the dissenting shareholders of the subsidiary Merging Corporation, the amounts, if any, to which they are entitled under Section 607.1302 of the FBCA.


SEVENTH: For purposes of Section 48.181 (Florida Statutes), the parent Surviving Corporation hereby lists as its mailing address:

Polymer International Corp.  
3647 Cortez Road West  
Bradenton, FL, 34210

EIGHTH: The parent Surviving Corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the subsidiary Merging Corporation.

Subsidiary Merging Corporation:

INTERNATIONAL CONTAINER SYSTEMS, INC.,  
a Florida corporation

By:   
Burgess H. Hildreth, Vice President

Parent Surviving Corporation:

POLYMER INTERNATIONAL CORP.,  
a Virginia corporation

By:   
Burgess H. Hildreth, Vice President

**PLAN OF MERGER OF  
INTERNATIONAL CONTAINER SYSTEMS, INC. (Subsidiary)  
INTO  
POLYMER INTERNATIONAL CORP. (Parent)**

THIS AGREEMENT AND PLAN OF MERGER, dated this 20<sup>th</sup> day of December, 2006, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, and Section 607.1104 of the Florida Business Corporation Act ("FBCA"), between INTERNATIONAL CONTAINER SYSTEMS, INC., a Florida corporation, and POLYMER INTERNATIONAL CORP., a Virginia corporation.

WITNESSETH that:

WHEREAS, the respective Board of Directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified; and

WHEREAS, said POLYMER INTERNATIONAL CORP. filed its Certificate of Incorporation in the office of the Secretary of State of the Commonwealth of Virginia on October 26, 1995; and

WHEREAS, said INTERNATIONAL CONTAINER SYSTEMS, INC. filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on December 28, 1995; and

WHEREAS, all of the constituent corporations desire to merge into a single corporation.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The name, street address of the principal office, jurisdiction and entity type, of the subsidiary, which is the Merging Entity, is as follows:

ORLDOCS 10757887 1

International Container Systems, Inc.,  
a Florida corporation  
3647 Cortez Road West  
Bradenton, FL 34210

SECOND: The name, street address of its principal office, jurisdiction and entity type of the Parent, which is the Surviving Entity, is as follows:

Polymer International Corp.,  
a Virginia corporation  
3647 Cortez Road West  
Bradenton, FL 34210

THIRD: POLYMER INTERNATIONAL CORP., the parent, hereby merges into itself INTERNATIONAL CONTAINER SYSTEMS, INC., its wholly owned subsidiary, and said INTERNATIONAL CONTAINER SYSTEMS, INC., shall be and hereby is merged into POLYMER INTERNATIONAL CORP., which shall be the surviving corporation.

FOURTH: The Certificate of Incorporation of POLYMER INTERNATIONAL CORP., as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the parent corporation surviving this merger.

FIFTH: The manner of converting the outstanding shares of the capital stock of the merged corporation into shares of the surviving parent corporation shall be as follows: POLYMER INTERNATIONAL CORP., the surviving parent corporation, is the sole holder of all of the issued and outstanding common stock of INTERNATIONAL CONTAINER SYSTEMS, INC., the merged subsidiary corporation. Accordingly, each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be cancelled.

SIXTH: Stockholders of the merged subsidiary corporation who, except for the application of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares.

SEVENTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving parent corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving parent corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving parent corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective at midnight on December 31, 2006.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged subsidiary corporation shall be transferred to, vested in and devolve upon the surviving parent corporation without further act or deed and all property, rights, and every other interest of the surviving parent corporation and the merged subsidiary corporation shall be as effectively the property of the surviving parent corporation as they were of the surviving parent corporation and the merged subsidiary corporation respectively. The merged subsidiary corporation hereby agrees from time to time, as and when requested by the surviving parent corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving parent corporation may deem necessary or desirable in order to vest in and confirm to the surviving parent corporation title to and possession of any property of the merged subsidiary corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged subsidiary corporation and the proper officers and directors of the surviving parent corporation are fully authorized in the name of the merged subsidiary corporation or otherwise to take any and all such action.

(e) The surviving parent corporation may be served with process in the Commonwealth of Virginia in any proceeding for enforcement of any obligation of INTERNATIONAL CONTAINER SYSTEMS, INC., as well as for enforcement of any obligation of the surviving parent corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings; and it does hereby irrevocably appoint the Secretary of the Commonwealth



of Virginia as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of the Commonwealth of Virginia is 3647 Cortez Road West, Bradenton, Florida 34210, until the surviving parent corporation shall have hereafter designated in writing to the said Secretary of the Commonwealth of Virginia a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of the Commonwealth of Virginia duplicate copies of such process, one of which copies the Secretary of the Commonwealth of Virginia shall forthwith send by registered mail to said POLYMER INTERNATIONAL CORP., at the above address.

**EIGHTH:** Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of any constituent corporation at any time prior to the time that this merger becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger becomes effective, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving parent corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

POLYMER INTERNATIONAL CORP.

By: 

Burgess H. Hildreth, President

INTERNATIONAL CONTAINER SYSTEMS, INC.

By: 

Burgess H. Hildreth, Vice President