

298545



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 481608 11554A

AUTHORIZATION :

COST LIMIT : \$ ~~297.90~~ PPD

ORDER DATE : July 31, 1997

ORDER TIME : 11:58 AM

ORDER NO. : 481608-005

CUSTOMER NO: 11554A

CUSTOMER: Ms. Becky Theus
Anderson & Stevens, P.a.
2640 Riverplace Tower
1301 Riverplace Boulevard
Jacksonville, FL 32207

800002259888--4
-08/06/97--01107--006
****245.00 ****245.00

800002259888--4
-08/06/97--01107--007
****105.00 ****105.00

ARTICLES OF MERGER

FOWLCO-COASTAL, INC.
FOWLER SEABOARD PLASTICS. INC
FOWLER GULF, INC.

INTO

FOWLER INDUSTRIAL SALES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CF. \$245.
Cert 105.

4/1

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

John
Menger
CC-2

298545

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOWLCO-COASTAL, INC., a Florida corporation, 259061

FOWLER-SEABOARD-PLASTICS, INC., a Florida corporation, 258194

FOWLER-GULF, INC., a Florida corporation, 258189

FOWLER-GULF-PLASTICS, INC., a Florida corporation, 258190

FOWLER-PENINSULA, INC., a Florida corporation, 258191

FOWLER-PENINSULA-PLASTICS, INC., a Florida corporation, 258192

INTO

FOWLER INDUSTRIAL SALES, INC., a Florida corporation, 298545

File date: July 31, 1997

Corporate Specialist: Joy Moon-French

ANDERSON & STEVENS, P.A.

ATTORNEYS AT LAW
SUITE 2640, RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207

KENNETH G. ANDERSON
JAMES P. STEVENS
ROSE MARIE K. PREDDY*

*ALSO ADMITTED IN MICHIGAN

July 31, 1997

TELEPHONE (904) 399-8000
TELECOPIER (904) 346-3078

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Merger of Corporations

Dear Sir or Madam:

Enclosed please find:

1. Plan and Agreement of Merger;
2. Articles of Merger of Fowler Industrial Sales, Inc. with Fowlco-Coastal, Inc., Fowler-Seaboard-Plastics, Inc., Fowler-Gulf, Inc., Fowler-Gulf-Plastics, Inc., Fowler-Peninsula, Inc., and Fowler-Peninsula-Plastics, Inc.;

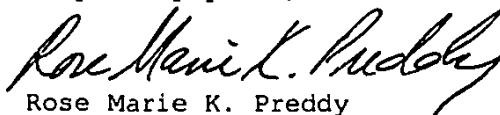
Also enclosed is a check in the amount of \$245.00 representing the \$35.00 fee per corporation for such Plan and Agreement of Merger.

Please certify two copies of both the Plan and Articles. A check in the amount of \$105.00 is enclosed for such certification. CSC Networks will pick up the copies when completed.

The attached documents have been executed by the President of each corporation with the effective date of July 31, 1997. The surviving corporation, as a result of this merger, will be Fowler Industrial Sales, Inc.

If you have any questions or need any further information, please do not hesitate to contact us at (904) 399-8000.

Very truly yours,


Rose Marie K. Preddy

RKP/bt

Enclosures (as stated)

FILED
97 JUL 31 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF FOWLER INDUSTRIAL SALES, INC.,
WITH FOWLCO-COASTAL, INC., FOWLER-SEABOARD-PLASTICS, INC.,
FOWLER-GULF, INC., FOWLER-GULF-PLASTICS, INC.,
FOWLER-PENINSULA, INC., AND FOWLER-PENINSULA-PLASTICS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the corporations named below adopt the following articles of merger for the purpose of merging each of the corporations below enumerated into Fowler Industrial Sales, Inc., the surviving corporation.

1. The names of the corporations which are parties to the within merger are Fowler Industrial Sales, Inc.; Fowlco-Coastal, Inc.; Fowler-Seaboard-Plastics, Inc.; Fowler-Gulf, Inc.; Fowler-Gulf-Plastics, Inc.; Fowler-Peninsula, Inc.; and Fowler-Peninsula-Plastics, Inc.
2. Fowler Industrial Sales, Inc. is the surviving corporation.
3. On July 30, 1997, plans and agreements of merger were approved by the shareholders of each of the enumerated corporations in the manner prescribed by the Florida Business Corporation Act.
4. As to each of such corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are provided below. All of such shares are common capital stock:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Number of Authorized Shares</u>
Fowlco-Coastal, Inc.	500	10,000
Fowler-Seaboard-Plastics, Inc.	445	10,000
Fowler-Gulf, Inc.	500	10,000
Fowler-Gulf-Plastics, Inc.	500	10,000
Fowler-Peninsula, Inc.	450	10,000
Fowler-Peninsula-Plastics, Inc.	463	10,000

5. As to each of the such corporations, the total number of shares which were voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows. All of such shares authorized and outstanding were common capital stock.

<u>Name of Corporation</u>	<u>Total Voted for Merger</u>	<u>Total Voted Against Merger</u>
Fowlco-Coastal, Inc.	500	0
Fowler-Seaboard-Plastics, Inc.	445	0
Fowler-Gulf, Inc.	500	0
Fowler-Gulf-Plastics, Inc.	500	0
Fowler-Peninsula, Inc.	450	0
Fowler-Peninsula-Plastics, Inc.	463	0

Dated July 30, 1997.

FOWLER INDUSTRIAL SALES, INC.

By: 

Robert W. Fowler
Its President

FOWLCO-COASTAL, INC.

By: 

Robert W. Fowler
Its President

FOWLER-SEABOARD-PLASTICS, INC.

By: 

Robert W. Fowler
Its President

By:

Bv:

By:

By:

3

PLAN AND AGREEMENT OF MERGER

Plan and Agreement of Merger dated July 30, 1997 between Fowler Industrial Sales, Inc., referred to as the surviving corporation, and Fowlco-Coastal, Inc., Fowler-Seaboard-Plastics, Inc., Fowler-Gulf, Inc., Fowler-Gulf-Plastics, Inc., Fowler-Peninsula, Inc. and Fowler-Peninsula-Plastics, Inc., referred to as the absorbed corporations.

STIPULATIONS

- A. Fowler Industrial Sales, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- B. Fowler Industrial Sales, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock, of which 462.5 shares are issued and outstanding.
- C. Fowlco-Coastal, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- D. Fowlco-Coastal, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 500 shares are issued and outstanding.
- E. Fowler-Seaboard-Plastics, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- F. Fowler-Seaboard-Plastics, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 445 shares are issued and outstanding.
- G. Fowler-Gulf, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach,

Florida 32233.

- H. Fowler-Gulf, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 500 shares are issued and outstanding.
- I. Fowler-Gulf-Plastics, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- J. Fowler-Gulf-Plastics, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 500 shares are issued and outstanding.
- K. Fowler-Peninsula, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- L. Fowler-Peninsula, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 450 shares are issued and outstanding.
- M. Fowler-Peninsula-Plastics, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 400 Levy Road, Atlantic Beach, Florida 32233.
- N. Fowler-Peninsula-Plastics, Inc. has a capitalization of 10,000 authorized shares of \$1 (one dollar) common stock of which 463 shares are issued and outstanding.
- O. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Fowlco-Coastal, Inc., Fowler-Seaboard-Plastics, Inc., Fowler-Gulf, Inc., Fowler-Gulf-Plastics, Inc., Fowler-Peninsula, Inc. and Fowler-Peninsula-Plastics, Inc. be

merged into Fowler Industrial Sales, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. **Merger.**

Fowlco-Coastal, Inc., Fowler-Seaboard-Plastics, Inc., Fowler-Gulf, Inc., Fowler-Gulf-Plastics, Inc., Fowler-Peninsula, Inc. and Fowler-Peninsula-Plastics, Inc. shall merge with and into Fowler Industrial Sales, Inc., which shall be the surviving corporation.

Section Two. **Terms and Conditions.**

On the effective date of the merger, the separate existence of the absorbed corporations shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporations, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporations, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

Section Three. **Conversion of Shares.**

The manner and basis of converting the shares of the absorbed corporations into

shares of the surviving corporation is as follows:

- (a) Each share of the \$1 (one dollar) common stock of Fowlco-Coastal, Inc., Fowler-Seaboard-Plastics, Inc., Fowler-Gulf, Inc., Fowler-Gulf-Plastics, Inc., Fowler-Peninsula, Inc. and Fowler-Peninsula-Plastics, Inc. issued and outstanding on the effective date of the merger shall be converted into one share of the \$1 (one dollar) common stock of Fowler Industrial Sales, Inc., taking into account further, relative corporate assets net book value, which shares of common stock of the surviving corporation shall then be issued and outstanding.
- (b) The conversion shall be effected as follows: Upon or after the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporations shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which each holder is entitled as provided above.
- (c) Holders of certificates of common stock of the absorbed corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this

plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. **Changes in Articles of Incorporation.**

The articles of incorporation of the surviving corporation Fowler Industrial Sales, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. **Changes in Bylaws.**

The bylaws of the surviving corporation Fowler Industrial Sales, Inc. shall continue to be its bylaws following the effective date of the merger.

Section Six. **Directors and Officers.**

The directors and officers of the surviving corporation Fowler Industrial Sales, Inc., on the effective date of the merger, shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. **Prohibited Transactions.**

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

Section Eight. **Approval by Shareholders.**

This plan and agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the

applicable laws of the State of Florida at meetings to be held on or before July 31, 1997, or at such time as to which the boards of directors of the constituent corporations may agree.

Section Nine. **Effective Date of Merger.**

The effective date of this merger shall be July 31, 1997 and articles of merger shall be filed by the Florida Department of State.

Section Ten. **Abandonment of Merger.**

This plan and agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporations on or before July 31, 1997; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporations, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. **Execution of Agreement.**

This plan and agreement of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the corporations by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on or effective the date first above written.

FOWLER INDUSTRIAL SALES, INC.

By: 

Robert W. Fowler
Its President

FOWLCO COASTAL, INC.

By: 

Robert W. Fowler
Its President

FOWLER SEABOARD PLASTICS, INC.

By: 

Robert W. Fowler
Its President

FOWLER-GULF, INC.

By: 

Robert W. Fowler
Its President

FOWLER-GULF-PLASTICS, INC.

By: 

Robert W. Fowler
Its President

FOWLER-PENINSULA, INC.

By: 

Robert W. Fowler
Its President

FOWLER-PENINSULA-PLASTICS, INC.

By: 

Robert W. Fowler
Its President