

WADDELL, READY, HAFF AND PICKETT, P.A.

TULA MICHELE HAFF
C. ROBERT PICKETT
BILLY R. READY
GLENN WADDELL

ATTORNEYS AT LAW
209 PALMETTO STREET
POST OFFICE BOX 1363
AUBURNDALE, FLORIDA 33823

TELEPHONE
941/965-2516
FAX NO.
941/965-2421

503414

February 26, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

**RE: Articles of Merger
Process Equipment & Engineering Company, Inc. and
Industrial Plastic Systems, Inc.
Our File No.: 10,266**

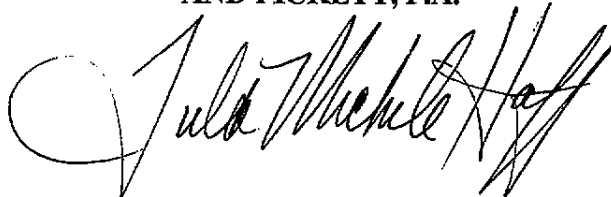
Dear Secretary of State:

Attached you will find an original and one copy of the Articles of Merger between Process Equipment & Engineering Company, Inc. and Industrial Plastic Systems, Inc. be filed with your office. Also enclosed you will find a check in the amount of \$70.00 to cover the filing fee for this document. Please file Article of Merger and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very truly yours,

WADDELL, READY, HAFF
AND PICKETT, P.A.



Tula Michele Haff
Attorney at Law

FILED
98 FEB 27 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TMH/bp

Enclosures
cc: Client

EFFECTIVE DATE

2-28-98

merger

LF

3-3-98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PROCESS EQUIPMENT & ENGINEERING COMPANY, INC., a Florida
corporation (Document #511921)

INTO

INDUSTRIAL PLASTIC SYSTEMS, INC., a Florida corporation, 503414.

File date: February 27, 1998 , effective February 28, 1998

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE

2-28-98

Articles of Merger

(FS § 607.1105)

FILED

98 FEB 27 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCESS EQUIPMENT & ENGINEERING COMPANY, INC. and INDUSTRIAL PLASTIC SYSTEMS, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is:

Terms and conditions. On the effective date of the merger, the separated existence of the absorbed corporation 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 corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

Each share of the common stock of PROCESS EQUIPMENT & ENGINEERING COMPANY, INC. issued and outstanding on the effective date of the merger shall be converted into one (1) share of common stock of INDUSTRIAL PLASTIC SYSTEMS, INC. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation INDUSTRIAL PLASTIC SYSTEMS, INC. shall continue to be its articles of incorporation following the effective date of the merger.

Changes in Bylaws. The bylaws of the surviving corporation INDUSTRIAL PLASTIC SYSTEMS, INC. shall continue to be its bylaws following the effective date of the merger.

Directors and Officers. The directors and officers of the surviving corporation INDUSTRIAL PLASTIC SYSTEMS, 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.

Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State or the end of business on February 28, 1998, whichever is later.

Business Benefit. The improved ability to obtain business financing; savings of duplicated administrative and management costs.

2. The effective date of the Merger is:

February 28, 1998

3. PROCESS EQUIPMENT & ENGINEERING COMPANY, INC. and INDUSTRIAL PLASTIC SYSTEMS, INC. adopted the Plan of Merger on February 27, 1998, by unanimous vote of the shareholders and board of directors.

PROCESS EQUIPMENT &
ENGINEERING COMPANY, INC.
a Florida corporation

By Barron Burhans
its President or Vice President
Barron Burhans

Joe W. Brown
its Secretary or Assistant
Secretary
Joe W. Brown

INDUSTRIAL PLASTIC SYSTEMS, INC.
a Florida corporation

By Barron Burhans
its President or Vice President
Barron Burhans

Joe W. Brown
its Secretary or Assistant
Secretary
Joe W. Brown