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538285

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Sea Coast Closures, Inc. (FL)

merging into.

Sea Coast Holdings, Inc. (NV)

FILED
98 AUG 13 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Annual Report
☐ Name Registration
☐ Fictitious Name
☒ Certified Copy
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☒ Walk In
☐ Mail Out
- ☐ Amendment
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☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ UCC
☐ CUS
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Acknowledgment
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AUG 13 1998

Thank
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUN COAST CLOSURES, INC., a Florida corporation, 538285

INTO

SUN COAST HOLDINGS, INC., a Nevada corporation not qualified in Florida

File date: August 13, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
SUN COAST CLOSURES, INC.
INTO
SUN COAST HOLDINGS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the 1989 Florida Business Corporation Act (the "FBCA"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Sun Coast Holdings, Inc. (the "Parent Corporation") is a corporation organized under the laws of the State of Nevada owning at least 80 percent of the shares of Sun Coast Closures, Inc. (the "Subsidiary Corporation"), a corporation organized under the laws of the State of Florida.

SECOND: The Plan of Merger, attached hereto as Exhibit A, was adopted by the board of directors of the Parent Corporation on July 16, 1998.

THIRD: Pursuant to Section 607.1104 of the FBCA, no shareholder approval is required for the merger of Subsidiary Corporation with and into Parent Corporation.

FOURTH: Each share of the Subsidiary Corporation held by the Parent Corporation and each share of the Subsidiary Corporation held in its treasury immediately prior to the effective time of the merger shall, at the effective time of the merger, be canceled and retired, and cease to exist and shall not be converted into stock of the surviving corporation or the right to receive cash or property.

FIFTH: Shareholders of the subsidiary who, except for applicability of this section, would be entitled to vote and who dissent from

the merger pursuant to Section 607.1320 of the FBCA., may be entitled, if they comply with provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

SIXTH: A copy or summary of the Plan of Merger was not mailed by the Parent Corporation to each shareholder of the Subsidiary Corporation, as Parent Corporation is the only shareholder of the Subsidiary Corporation.

SEVENTH: The effective date of the merger is July 27, 1998.

Signed this 16th day of July, 1998.

SUN COAST HOLDINGS, INC.

By 

Name: Lawrence Caldwell

Title: President

SUN COAST CLOSURES, INC.

By 

Name: Lawrence Caldwell

Title: President

Exhibit A

PLAN OF MERGER

Plan of Merger, dated July 16, 1998 by and between Sun Coast Closures, Inc. a Florida corporation ("Closures"), and Sun Coast Holdings, Inc., a Nevada corporation ("Holdings"):

FIRST: Closures shall be and hereby is, at the Effective Time of the Merger (as hereinafter defined), merged (the "Merger") with and into Holdings, which shall be the surviving corporation (the "Surviving Corporation"). The terms and conditions of the Merger and the mode of carrying the same into effect are set forth in this Plan of Merger.

SECOND: As of July 15, 1998, Closures had authorized 20,000,000 shares of common stock, \$.01 par value per share (the "Common Shares"), of which all Common Shares were issued and outstanding. As of such date, Holdings owned all Common Shares, constituting one hundred percent of the issued and outstanding Common Shares.

THIRD: (a) The Certificate of Incorporation of Holdings, in effect at the Effective Time of the Merger, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

(b) The By-Laws of Holdings, as in effect at the Effective Time of the Merger, shall be the By-Laws of the Surviving Corporation, until the same shall be altered, amended, or repealed as therein provided.

FOURTH: (a) The directors of Holdings at the Effective Time of the Merger shall be the directors of the Surviving Corporation after the Effective Time of the Merger and shall continue to so serve until their respective successors shall have been duly elected and qualified as provided in the By-Laws of the Surviving Corporation.

(b) The officers of Holdings at the Effective Time of the Merger shall be the officers of the Surviving Corporation after the Effective Time of the Merger and shall continue to so serve until their respective successors shall have been duly appointed as provided in the By-Laws of the Surviving Corporation.

FIFTH: The manner and basis of converting the owner's interests of Closures into the owner's interests, obligations or other securities of Holdings shall be as follows:

(i) Each Common Share held by Holdings and each Common Share held in the treasury of Closures immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder there-

of, be canceled and retired, and cease to exist and shall not be converted into stock of the Surviving Corporation or the right to receive cash or other property.

(ii) Each share of common stock, par value \$.01 per share, of Holdings issued and outstanding immediately prior to the Effective Time of the Merger shall remain issued and outstanding as one fully paid, validly issued and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation after the Effective Time of the Merger.

SIXTH: As soon as practicable after the approval of this Plan of Merger by the directors of Holdings, the appropriate officers of Holdings shall prepare and file Articles of Merger with the Department of State of the States of Nevada and Florida.

SEVENTH: The Merger shall become effective in accordance with Sections 92A.180 of the General Corporation Law of the State of Nevada and 607.1104 of the 1989 Business Corporation Act of the State of Florida upon the filing of the Articles of Merger with the Secretary of State of the State of Nevada and the date and time of such filing shall be the "Effective Time of the Merger" as said term is used in this Plan of Merger.