

542878

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**MERGER OR SHARE EXCHANGE**  
**SANGER WORKS FACTORY HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	6
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Merger  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MCDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED, a  
Florida corporation, 542878

INTO

**SANGER WORKS FACTORY HOLDINGS, INC..** a Delaware entity not qualified  
in Florida

File date: December 23, 2002

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**  
**OF**  
**MCDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED**  
**AND**  
**SANGER WORKS FACTORY HOLDINGS, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging McDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED with and into Sanger Works Factory Holdings, Inc. as approved by the Board of Directors of McDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED on December 13, 2002 and adopted by unanimous consent by the Board of Directors of Sanger Works Factory Holdings, Inc. on December 23, 2002.

2. The merger of McDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED with and into Sanger Works Factory Holdings, Inc. is permitted by the laws of the jurisdiction of organization of Sanger Works Factory Holdings, Inc. and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on the date of filing of these Articles of Merger with the Department of State of the State of Florida and the Certificate of Ownership and Merger with the Department of State of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger by their respective duly authorized officer as of the 23 day of December, 2002.

MCDOWELL INTERNATIONAL PACKAGING  
SYSTEMS, INCORPORATED

By:

Name:

Title:

SANGER WORKS FACTORY HOLDINGS, INC.

By:

Name:

Title:

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**PLAN AND AGREEMENT OF MERGER**  
**OF**  
**MCDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED**  
**INTO**  
**SANGER WORKS FACTORY HOLDINGS, INC.**

PLAN AND AGREEMENT OF MERGER dated as of December 23, 2002 between McDOWELL INTERNATIONAL PACKAGING SYSTEMS, INCORPORATED, a Florida corporation ("McDOWELL"), and Sanger Works Factory Holdings, Inc., a Delaware corporation ("SWFH").

**WITNESSETH:**

WHEREAS, McDOWELL is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, SWFH is a corporation duly organized and existing under the laws of the State of Delaware and is the sole shareholder of McDOWELL; and

WHEREAS, McDOWELL and SWFH wish to set forth the terms and conditions of a merger of their two companies, pursuant to which McDOWELL will be merged with and into SWFH, with SWFH as the surviving corporation in such merger (the "Merger").

NOW, THEREFORE, it is agreed that:

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in Section 3 below, McDOWELL shall be merged with and into SWFH, with SWFH as the surviving corporation in such merger (the "Surviving Corporation").
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Shares entitled to vote</u>
McDOWELL	1,675,250 shares of common stock	1,675,250
SWFH	578,012 shares of common stock	578,012

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3. Pursuant to Section 251(f) of the General Corporation Law of the State of Delaware and Section 607.1104 of the Business Corporation Act of the State of Florida, no vote of the stockholders of either corporation is required.

4. The terms and conditions of the Merger are as follows:

A. **Share Cancellation.** Upon the effectiveness of the Merger, each outstanding share of the Common Stock of McDOWELL shall be canceled and cease to exist without any payment and respect hereto;

B. **Shares of Surviving Corporation.** Upon the effectiveness of the Merger, each outstanding share of stock of SWFH shall remain outstanding as a share of the Surviving Corporation;

C. **Articles of Incorporation, By-Laws, Directors and Officers.** The Articles of Incorporation, By-Laws, directors and officers of SWFH immediately prior to the effectiveness of the Merger shall continue as such for the Surviving Corporation; and

D. **Assets; Liabilities.** At the Effective Time, all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of McDOWELL shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed, and every interest of McDOWELL shall be as effectively the property of the Surviving Corporation as they were of McDOWELL. The Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of McDOWELL.

4. The Merger shall be effective upon filing with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger and with the Secretary of State of the State of Florida of Articles of Merger (the "Effective Time").

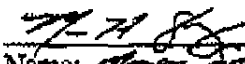
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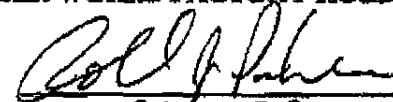
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IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

MCDOWELL INTERNATIONAL PACKAGING  
SYSTEMS, INCORPORATED

By:   
Name: Adam Smiley  
Title: VP

SANGER WORKS FACTORY HOLDINGS, INC.

By:   
Name: Roland J. Sanger  
Title: President

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