

555588

Requestor's Name

123 S. Calhoun St

Address

Tell 777-6100

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 700002254437--6
-08/01/97--01005--001
*****70.00 *****70.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) merger
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7/31/97

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FILED

97 JUL 31 PM 4:07

57 JUL 31 PM 4:21

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ATLANTIC BAG & PAPER COMPANY, a Florida corporation 555588
,

INTO

SOUTHLAND CONTAINER PACKAGING CORP., a Texas corporation not
qualified in Florida.

File date: July 31, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act and Section 607.1107 Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Atlantic Bag & Paper Company	Florida
Southland Container Packaging Corp.	Texas

SECOND: A Plan of Merger (the "Plan of Merger") adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act and Section 607.1103 of the Florida Business Corporation Act providing for the merger of Atlantic Bag & Paper Company, a Florida corporation, with and into Southland Container Packaging Corp., a Texas corporation, and resulting in Southland Container Packaging Corp., a Texas corporation, being the surviving corporation in the merger is attached hereto as Exhibit A and is incorporated herein by reference.

THIRD: As to each of the undersigned corporations, the number of outstanding shares of each class or series of stock of such corporation entitled to vote on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote</u>
Atlantic Bag & Paper Company	100	Common	100
Southland Container Packaging Corp.	819,513	Common	819,513

FOURTH: As to each of the undersigned corporations, the total number of shares voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
Atlantic Bag & Paper Company	100	0	Common
Southland Container Packaging Corp.	819,513	0	Common

FIFTH: The Plan of Merger was adopted by the shareholders of Atlantic Bag & Paper Company, a Florida corporation and non-surviving corporation of the merger (the "Non-Surviving Corporation"), on July 28, 1997, and was adopted by the shareholders of Southland Container Packaging Corp., a Texas corporation and surviving corporation of the merger (the "Surviving Corporation"), on July 28, 1997.

SIXTH: The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each domestic or foreign corporation that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

SEVENTH: The merger will become effective upon the later of (i) the filing of these Articles of Merger with the Florida Department of State, (ii) the filing of these Articles of Merger with the Texas Secretary of State or (iii) July 31, 1997.

EIGHTH: The date which is the 90th day after the date of the filing of these Articles of Merger is October 29, 1997.

Dated:

July 30, 1997

"NON-SURVIVING CORPORATION"

**Atlantic Bag & Paper Company,
a Florida corporation**

By:

Name: David Freedman
Title: U.P. CEO

David Freedman

"SURVIVING CORPORATION"

**Southland Container Packaging
Corp., a Texas corporation**

By:

Name: David Freedman
Title: U.P. CEO

David Freedman

EXHIBIT A

Plan of Merger
(the "Plan of Merger")

1. The name of each of the corporations planning to merge and the laws of the state under which each of such corporations are organized that permit such merger are as follows:

Atlantic Bag & Paper Company, a corporation organized and existing under the laws of the State of Florida ("Atlantic Bag"); and

Southland Container Packaging Corp., a corporation organized and existing under the laws of the State of Texas ("Southland").

2. The surviving corporation (the "Surviving Corporation") is:

Southland Container Packaging Corp., a Texas corporation

3. On the effective date of the Merger, Atlantic Bag will merge with and into Southland, at which time Atlantic Bag will cease to exist as a separate corporation and at which time Southland will continue as the Surviving Corporation.

4. Southland will succeed to all of the real estate and other property, or interest therein, of Atlantic Bag without the necessity for any separate transfer and without reversion or impairment. Southland will thereafter be responsible and liable for all liabilities and obligations of Atlantic Bag and neither the rights of creditors nor any liens upon the property of Atlantic Bag shall be impaired.

5. On the effective date of the Merger, all of the issued and outstanding Common Stock of Atlantic Bag will be canceled and extinguished and no shares will be issued in exchange therefor.

6. The Articles of Incorporation of Southland will continue to be the Articles of Incorporation of the Surviving Corporation.