Division of Corporations

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Florida Department of State

Division of Corporations **Electronic Filing Cover Sheet**

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MERGER OR SHARE EXCHANGE BBJ PRODUCTS, INC.

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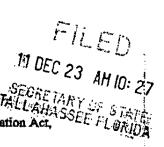
12/23/2011

COVER LETTER

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	Amendment Section				endment		
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	2661 Executive Center Tallahassee, Florida 3			1 8112	idassee, i	Floride 32314	

ARTICLES OF MERGER

(Profit Corporations)



The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607:1105, Florida Statutes.

Name	Jurisdiction	Document Number (If known/applicable)
BBJ Products, Inc.	Florida	677800
Second: The name and jurisdiction of	of each merging corporation:	
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If movin/applicable)
Emerald Manufacturing Company	Florida	677801
BBJ Products, Inc.	Florida	677800
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Fourth: The merger shall become et		s of Merger are filed with the Florida
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Fourth: The merger shall become end bepartment of State. OR 12 / 30 / 2011 (Enter: than 9)	ffective on the date the Article a specific date. NOTE: An effective to days after marger file date.)	date cannot be prior to the date of filing or mor
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(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title		
Emerald Manufacturing Company	Del Shrunk Dul Shrunk	David A. Schwartz, President		
BBJ Products, Inc.	Darl Shumt	David A. Schwartz, President		
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AGREEMENT AND PLAN OF MERGER

by and between

EMERALD MANUFACTURING COMPANY a Florida corporation

and

BBJ PRODUCTS, INC. a Florida Corporation

AGREMENT AND PLAN OF MERGER ("Agreement") made by and between Emerald Manufacturing Company ("Emerald"), a Florida corporation, and BBJ Products, Inc. corporation ("BBF"), a Florida corporation, which corporations are sometimes referred to herein individually as a "Constituent Corporation" and collectively as "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and in the best interests of each of the Constituent Corporations and its shareholders that <u>Emerald</u> be merged with and into <u>BBI</u> ("the Surviving Corporation") as permitted by the Florida Business Corporation Act under and pursuant to the terms bereinafter set forth:

NOW, THEREFORE, the parties hereto have agreed as follows:

ARTICLE I

PLAN OF MERGER

- 1.01 Plan Adopted. A plan of merger of each of the Constituent Corporations is adopted as follows:
 - (1) The Constitute Corporations to the merger are Emerald and BBJ.
 - (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:

Name of Corporation	Designation and number of shares in each class or Series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series	
Emerald Manufacturing Company	1,000	Common	1,000	
BBJ Products, Inc.	100	Common	100	

- (3) Upon the Effective Time of the Merger, as hereinafter defined, <u>Emerald</u> shall be merged with and into <u>BBJ</u> (the "Merger").
- (4) The Surviving Corporation shall be BBJ.
- (5) Upon the Effective Time of the Merger, the separate existence of <u>Emerald</u> shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of <u>Emerald</u> and shall be subject to all the debts and liabilities of <u>Emerald</u>.
- (6) On and after the Effective Time of the Merger, the Surviving Corporation shall carry on its business with the assets of <u>Emerald</u>, as well as with the assets of the Surviving Corporation.
- (7) Upon the Effective Time of the Merger, each share of <u>Emerald Common</u> Stock outstanding immediately prior to the merger shall be cancelled by virtue of the merger without any action on the part of the holder thereof.
- 1.02 Effective Time of the Merger. Upon approval of this Agreement in accordance with applicable law, the Merger shall become effective on December 30, 2011, provided appropriate Articles of Merger, certified, executed and acknowledged as provided by law, is filed with the Secretary of State of Florida in accordance with the applicable laws (the "Effective Time of the Merger").

ARTICLE II

ARTICLES OF INCORPORATION

2.01 The Articles of Incorporation of BBJ shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

DIRECTORS AND OFFICERS

- 3.01 <u>Directors</u>. Upon the Effective Time of the Merger, the directors of <u>BBJ</u> shall be the directors then in office of the Surviving Corporation.
- 3.02 <u>Vacancies</u>. If a vacancy shall exist on the Board of Directors of the Surviving Corporation at the Effective Time of the Merger, such vacancy may be filled as provided by the by-laws of the Surviving Corporation.
- 3.03 Officers. All persons who as of the Effective Time of the Merger are officers of the Surviving Corporation shall remain officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation may elect or appoint such additional or replacement officers as it may determine in accordance with the by-laws of the Surviving Corporation.

ARTICLE IV

BY-LAWS

4.01 The by-laws of BBI, as existing as of the Effective Time of the Merger, shall continue as the by-laws of the Surviving Corporation until amended, altered or repealed as provided therein or in the Articles of Incorporation of the Surviving Corporation or as provided by law.

ARTICLE V

TERMINATION

5.01 The Agreement may be terminated, and the merger herein provided for may be abandoned, by mutual consent of the respective boards of directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with respect to the Merger provided for in this Agreement in the office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Agreement, having first been duly approved by the respective board of directors of each Constituent Corporation, is hereby executed on behalf of each said Constituent Corporations by its respective officers thereunto duly authorized on the date indicated below.

Emerald Manufacturing Company, a Florida corporation

Dated as of: December 22, 2011

3y: ____

David A. Schwartz

President

BBJ Products, Inc., a Florida Corporation

Dated as of: December 22, 2011

David Schwartz

President.