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Florida Department of State
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MERGER OR SHARE EXCHANGE
EMERALD MANUFACTURING COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$105.00

R 78.75

Effective date
12-30-11
merger
Thurs
12-27-11
CC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Emerald Manufacturing Company
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Mary Montagnino
Contact Person

Unilever
Firm/Company

800 Sylvan Avenue
Address

Englewood Cliffs, NJ 07632
City/State and Zip Code

mary.montagnino@unilever.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary Montagnino
Name of Contact Person

At (201) 894-2790
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
corporation Esq.

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 12 / 30 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(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

Spectrum Land Company

David Schwartz

David A. Schwartz, President

Emerald Manufacturing Company

David Schwartz

David A. Schwartz, President

AGREEMENT AND PLAN OF MERGER

by and between

SPECTRUM LAND COMPANY
a Florida corporation

and

EMERALD MANUFACTURING COMPANY
a Florida Corporation

AGREEMENT AND PLAN OF MERGER ("Agreement") made by and between Spectrum Land Company ("Spectrum"), a Florida corporation, and Emerald Manufacturing Company corporation ("Emerald"), 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 Spectrum be merged with and into Emerald ("the Surviving Corporation") as permitted by the Florida Business Corporation Act under and pursuant to the terms hereinafter 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 Constituent Corporations to the merger are Spectrum and Emerald.

- (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>Name of Corporation</u>	<u>Designation and number of shares in each class or Series outstanding</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Spectrum Land Company	1,000	Common	1,000
Emerald Manufacturing Company	1000	Common	1000

- (3) Upon the Effective Time of the Merger, as hereinafter defined, Spectrum shall be merged with and into Emerald (the "Merger").
- (4) The Surviving Corporation shall be Emerald.
- (5) Upon the Effective Time of the Merger, the separate existence of Spectrum shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Spectrum and shall be subject to all the debts and liabilities of Spectrum.
- (6) On and after the Effective Time of the Merger, the Surviving Corporation shall carry on its business with the assets of Spectrum, as well as with the assets of the Surviving Corporation.
- (7) Upon the Effective Time of the Merger, each share of Spectrum Common 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 an 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 Emerald shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

DIRECTORS AND OFFICERS

3.01 Directors. Upon the Effective Time of the Merger, the directors of Emerald shall be the directors then in office of the Surviving Corporation.

3.02 Vacancies. 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 Emerald, 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:


Spectrum Land Company,
a Florida corporation

Dated as of: December 22, 2011

By: 
David A. Schwartz
President

Emerald Manufacturing Company,
a Florida Corporation

Dated as of: December 22, 2011

By: 
David Schwartz
President