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**MERGER OR SHARE EXCHANGE
W.R. GRACE & CO. - CONN.**

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105 and 607.1107, Florida Statutes.

First: The plan of merger is set forth on Exhibit A attached hereto.

Second: The name and jurisdiction of the surviving corporation is W. R. Grace & Co.-Conn., a Connecticut corporation.

Third: The name and jurisdiction of the merging Florida corporation is Southern Oil Resin & Fiberglass, Inc. The plan of merger contemplates that corporations and partnerships formed in jurisdictions other than Florida will also be merged into the surviving corporation pursuant to the laws of their jurisdictions.

Fourth: The plan of merger was adopted by the board of directors of the surviving corporation on January 20, 2012, and shareholder approval was not required.

Sixth: The plan of merger was adopted by the shareholders of Southern Oil, Resin & Fiberglass, Inc., and by the other parties to the plan of merger on January 20, 2012.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed on behalf of the surviving corporation as of January 24, 2012.

W. R. GRACE & CO.-CONN.

By Mark A. Shelnitz
Mark A. Shelnitz
Vice President

SOUTHERN OIL RESIN & FIBERGLASS,
INC.

By Mark A. Shelnitz
Mark A. Shelnitz
Vice President

Exhibit A to Florida Articles of Merger**AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger (the "Agreement and Plan") dated as of January 19, 2012, between W. R. Grace & Co.-Conn., a Connecticut corporation ("the Surviving Entity"), and the other corporations and general partnerships each of whose name, identity as corporation or partnership, and jurisdiction of incorporation or formation are listed on Exhibit A attached hereto (the "Merging Corporations" and the "Partnerships", respectively, and collectively the "Merging Entities").

WHEREAS, all of the Surviving Entity and the Merging Entities (collectively, the "Constituent Entities") are direct or indirect wholly-owned subsidiaries of W. R. Grace & Co., a Delaware corporation, and all of the Merging Entities are direct or indirect subsidiaries of the Surviving Entity;

WHEREAS, the Board of Directors or partners of each of the Constituent Entities have deemed it desirable, upon the terms and conditions stated herein, that each of the Merging Entities merge with and into the Surviving Entity, with the Surviving Entity being the surviving entity (the "Merger") pursuant to this Agreement and Plan and the applicable provisions of the laws of the jurisdiction of incorporation or formation of each of the Constituent Entities;

WHEREAS, The terms of this Agreement and Plan have been unanimously adopted and approved by the Board of Directors of each of the Surviving Entity and the Merging Corporations, and the Board of Directors of each of the partners of the Partnerships, and have been submitted to and unanimously approved by, the stockholders or shareholders of each of the Constituent Corporations except the Surviving Entity, in accordance with the laws of their respective jurisdictions of incorporation or formation; and

WHEREAS, the execution, delivery and performance of this Agreement and Plan by the Constituent Entities which are debtors and debtors-in-possession in *In re: W. R. Grace & Co. et al., Debtors*, Chapter 11, Case Nos. 01-1139 et al. (JKF) (Jointly Administered) in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") has been approved by order of the Bankruptcy Court dated November 21, 2011 [Dkt No. 28007], which order has become final and non-appealable.

NOW, THEREFORE, the Constituent Entities mutually covenant and agree as follows:

ARTICLE I**The Merger**

1.1 The term "Effective Time" is defined in Section 3.3.

1.2 At the Effective Time, the Merging Entities shall be merged with and into the Surviving Entity, which shall be the surviving entity of the Merger. The corporate existence of the Surviving Entity, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger; and as the Surviving Entity, the Surviving Entity shall be governed by the laws of the State of Connecticut, and succeed to all rights, assets, liabilities and obligations of the Merging Entities as set forth in the laws of the State of Connecticut and in the laws of the respective jurisdictions of incorporation or formation of the Merging Entities. The separate existence and corporate and partnership organization of each of the Merged Entities shall cease upon the Effective Time and, thereafter, the Surviving Entity shall continue as the surviving entity under the laws of the State of Connecticut.

1.3 At the Effective Time, all the shares of the capital stock or all of the partnership interests of each of the Merging Entities shall, by virtue of the Merger, be cancelled.

1.4 The Merger shall have no effect on the shares of the capital stock of the Surviving Entity.

ARTICLE II

Certificate of Incorporation;

By-laws; Board of Directors

2.1 The Certificate of Incorporation of the Surviving Entity as in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Entity, until amended in accordance with the provisions thereof and as provided by law.

2.2 The By-laws of the Surviving Entity as in effect at the Effective Time shall be the By-laws of the Surviving Entity, until amended in accordance with the provisions thereof and as provided by law.

2.3 The directors and officers of the Surviving Entity at the Effective Time shall be the directors and officers of the Surviving Entity, until their successors shall have been duly elected and shall qualify or as otherwise provided by law.

ARTICLE III

Amendment; Effectiveness of Merger; General

3.1 This Agreement and Plan may not be amended in contravention of any provision of applicable law of the jurisdiction of incorporation or formation of any of the Constituent Entities.

3.2 On such date as is deemed appropriate by the Surviving Entity, there shall be filed with the secretary of state or other appropriate officer and/or office in the jurisdiction of incorporation or formation of each of the Constituent Entities, this Agreement and Plan as executed, or a duly executed certificate of merger or equivalent documents meeting the requirements of each such jurisdiction for filing with respect to the Merger.

3.3 The Merger shall become effective as of the time this Agreement of Merger (or an appropriate certificate of merger or equivalent documents), together with all necessary certificates and other documents with respect thereto, are accepted for filing by the Secretary of State of the State of Connecticut, and such time is herein referred to as the "Effective Time."

3.4 The officers or partners of the Constituent Entities shall prepare, execute, deliver and/or file with certificates and other documents and take such other and further actions as they may deem necessary or advisable to bring about the effectiveness of the Merger.

3.5 This Agreement and Plan may be executed in any number of counterparts. Each executed counterpart hereof shall be deemed to be an original instrument; but all such counterparts together shall constitute but one agreement and plan of merger. In connection with any filing or other action for which such execution is not required, copies of this Agreement and Plan may be certified or otherwise delivered without the signatures or signature lines.

EXHIBIT A TO AGREEMENT AND PLAN OF MERGER**Surviving Entity**

Entity	Form of Entity	Jurisdiction
W. R. Grace & Co.-Conn.	Corporation	CT

Merging Entities

Entity	Form of Entity	Jurisdiction
A-1 Bit & Tool Co., Inc.	Corporation	DE
Alewif Boston Ltd.	Corporation	MA
Alewif Land Corporation	Corporation	MA
Amicon, Inc.	Corporation	DE
Axial Basin Ranch Company	General Partnership	DE
CB Biomedical, Inc.	Corporation	DE
CCHP, Inc.	Corporation	DE
CC Partners	General Partnership	DE
Coalgrace, Inc.	Corporation	DE
Coalgrace II, Inc.	Corporation	DE
Creative Food 'N Fun Company	Corporation	DE
Del Taco Restaurants, Inc.	Corporation	DE
Ecarg, Inc.	Corporation	NJ
Five Alewif Boston Ltd.	Corporation	MA
G C Limited Partners I, Inc.	Corporation	DE
G C Management, Inc.	Corporation	DE
GEC Management Corporation	Corporation	DE
GN Holdings, Inc.	Corporation	DE
GPC Thomasville Corp.	Corporation	DE
Grace A-B Inc.	Corporation	DE
Grace A-B II Inc.	Corporation	DE
Grace Culinary Systems, Inc.	Corporation	MD
Grace Drilling Company	Corporation	DE
Grace Environmental, Inc.	Corporation	DE
Grace Germany Holdings, Inc.	Corporation	DE
Grace H-G Inc.	Corporation	DE
Grace H-G II Inc.	Corporation	DE
Grace Hotel Services Corporation	Corporation	DE
Grace Latin America, Inc.	Corporation	DE
Grace Offshore Company	Corporation	LA
Grace Petroleum Libya Incorporated	Corporation	DE
Grace Receivables Purchasing, Inc.	Corporation	DE
Grace Tarpon Investors, Inc.	Corporation	DE
Grace Ventures Corp.	Corporation	DE
Grace Washington, Inc.	Corporation	DE
Gracoal, Inc.	Corporation	DE
Gracoal II, Inc.	Corporation	DE

Entity	Form of Entity	Jurisdiction
Hayden-Gulch West Coal Company	General Partnership	DE
H-G Coal Company	General Partnership	DE
Homco International, Inc.	Corporation	DE
Ichiban Chemical Co., Inc.	Corporation	DE
LB Realty, Inc.	Corporation	DE
Litigation Management, Inc.	Corporation	DE
Monolith Enterprises, Incorporated	Corporation	DC
Monroe Street, Inc.	Corporation	DE
MRA Holdings Corp.	Corporation	DE
MRA Intermedco, Inc.	Corporation	DE
MRA Staffing Systems, Inc.	Corporation	DE
Southern Oil, Resin & Fiberglass, Inc.	Corporation	FL