

Polyplastex
UNITED INC.

3671 131st Ave. North
Clearwater, FL 34622
Telephone: (813) 573-1881
Fax: (813) 572-7865

810633

November 18, 1997

Florida Department Of State
P.O. Box 6327
Tallahassee, Florida 32314

700002352757--8
-11/20/97-01041-010
*****70.00 *****70.00

Gentlemen,

We wnclose a copy of the Merger Agreement between Polyplastex United, Inc. and its wholly owned subsidiary, Polypastex International, Inc., which is be effective as of November30, 1997.

Also enclosed is our check in the amount of \$ 70.00 payable to the Secretary Of State for the filing fees.

We understand that the subsidiary corporation, Polyplastex International, Inc. will automatically be dissolved as a result of this merger.

If any further information is required please let us hear from you.

Thank you very much.

Very truly yours,
Polyplastex United, Inc.

By: *Sidney F. Peskin*
Sidney F. Peskin, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VS DEC 8 1997

Merger

810633

ARTICLES OF MERGER
Merger Sheet

MERGING:

POLYPLASTEX INTERNATIONAL INC., a Florida corporation, 556432

into

POLYPLASTEX UNITED, INC., a New York corporation 810633

File date: November 30, 1997

Corporate Specialist: Velma Shepard



3671 131st Ave. North.
Clearwater, FL 33762
Telephone: (813) 573-1881
Fax: (813) 572-7865

December 2, 1997

Florida Department Of State
P.O.Box 6327
Tallahassee, Florida 32314

Gentlemen:

In accordance with your advice we are herewith
enclosing agreement of Merger Articles and Plan
between Polyplastex United, Inc. and Polyplastex
International, Inc.

We trust this will enable you to proceed with the
program as outlined.

Thank you for your cooperation.

Very truly yours,

POLYPLASTEX UNITED, INC.

A handwritten signature in dark ink, appearing to read "Sidney F. Peskin", is written over the typed name.

By: Sidney F. Peskin,
Chairman Board Of Directors

**MERGER AGREEMENT
ARTICLES AND PLAN**

This is a merger agreement made and entered into on the 29th day of October 1997, (the Agreement) by and between Polyplastex United, Inc. a New York Corporation (United) and its wholly owned subsidiary, Polyplastex International, Inc., a Florida corporation (International).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Recitals

WHEREAS International is a wholly owned subsidiary of United which owns and holds, free and clear of liens, encumbrances and/or restrictions all of the shares of issued and outstanding common stock of International;

WHEREAS at the annual meetings of United and International share holders held on the 24th day of November 1997, it was determined by shareholders and Directors approval that the merger between the two corporations shall become effective as of November 30, 1997.

Terms & Conditions

NOW, THEREFORE, for good and valuable consideration which is hereby acknowledged, and intending to be legally bound hereby, the parties, on the premises set forth above and subject to and upon the conditions set forth below, hereby agree as follows:

1. The surviving corporation shall be United, and there will be no changes in the articles of incorporation of either corporation at this time. The separate existence of International shall cease.
2. The effective date of this merger shall be November 30, 1997.
3. United is the owner of 100% of the outstanding share of stock of International, and International is the owner of 8.1% of the outstanding shares of stock of United. United shall assume all of the debts and obligations of International as well as all of the assets of International as an even exchange for both parties. International holds 18,943 United shares.
4. The surviving corporations shall continue its name, Polyplastex United, Inc.
5. The surviving corporation may cause a copy of the articles of merger certified by the Department of State to be filed wherever required. On and after the 30th day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation, or upon the waiver thereof, by the holders of all outstanding shares, the articles of merger shall be delivered to the Department of State. All fees and taxes required shall be paid at such time.

POLYPLASTEX UNITED, INC.

BY: 
Chairman Board Of Directors
Sidney F. Peskin

POLYPLASTEX INTERNATIONAL, INC.

BY: 
Chairman Board of Directors
Sidney F. Peskin