

To: FL Dept. of State
Subject: 000166

From: Katie Wonsch

Friday, February 10, 2006 1:18 PM

1 of 6

839332

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((1106000037561 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

06 FEB 10 PM 2:37
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED

000166.47922

MERGER OR SHARE EXCHANGE

LIST INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED
06 FEB 10 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

H06000037561 3

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of each merging party is as follows:

Name and Street Address	Jurisdiction	Entity Type
<u>1. Superior Holding Corporation</u>	<u>Florida</u>	<u>corporation</u>
<u>401 Jim Moran Boulevard</u>		
<u>Deerfield Beach, Florida 33442</u>		

Florida Document/Registration Number: P9800008293 FEI Number: 364251235

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type
<u>List Industries, Inc.</u>	<u>Illinois</u>	<u>corporation</u>
<u>401 Jim Moran Boulevard</u>		
<u>Deerfield Beach, Florida 33442</u>		

Illinois File Number: 38292609 FEI Number: 362391343

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

H06000037561 3

H06000037561 3

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

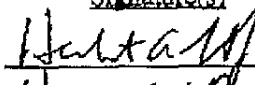
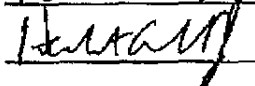
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Superior Holding Corporation</u>		<u>Herbert A. List, Jr., President</u>
<u>List Industries, Inc.</u>		<u>Herbert A. List, Jr., President</u>

N:\CJB\List Industries\Re-f Morgan Stanley\ARTICLES OF MERGER (FLORIDA).doc

H06000037561 3

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
List Industries, Inc.	Illinois

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Superior Holding Corporation	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Effective as of the date of filing of the Articles of Merger, (i) the interests, shares, obligations and other securities of Superior Holding Corporation shall be cancelled and reissued in the name of List Industries, Inc., and (ii) the rights to acquire shares of Superior Holding Corporation shall be converted into rights to acquire shares, obligations, and other securities of the List Industries, Inc.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

H06000037561 3

H06000037561 3

N/A

Other provisions relating to the merger of Superior Holding Corporation ("Merged Corporation") with and into List Industries, Inc. ("Surviving Corporation"; the Surviving Corporation and the Merged Corporation may be collectively referred to as "Constituent Corporations"), are as follows:

1. Upon the Effective Date of the Merger, the separate existences of the Constituent Corporations shall cease and the Constituent Corporations shall be merged into the Surviving Corporation, List Industries, Inc., an Illinois corporation.

2. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation as the same shall be in effect on the Effective Date of the Merger.

3. The Bylaws of the Surviving Corporation as of the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation after the Merger. The registered office of the Surviving Corporation after the Merger shall be at 401 Jim Moran Boulevard, Deerfield Beach, Florida 33442.

4. The directors of the Surviving Corporation in office as of the date hereof shall remain the directors of the Surviving Corporation at and after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of the Surviving Corporation at the Effective Date of Merger shall continue to be the officers of the Surviving Corporation. The directors of the Merged Corporation and the officers of the Merged Corporation holding office on the Effective Date shall be deemed to have resigned effective as of the Effective Date.

5. The manner of carrying the Merger into effect, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

5.01. Surviving Corporation's Common Stock. No shares of the Surviving Corporation's stock issued at the Effective Date shall be converted as a result of the Merger, but all such shares shall remain issued shares of the Surviving Corporation.

5.02. Merged Corporation's Common Stock. All shares of the Merged Corporation's stock issued at the Effective Date shall be cancelled as a result of the Merger.

6. At the Effective Date of the Merger, the Surviving Corporation shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Constituent Corporations, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to either of said corporations; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as effectively as they were of the respective Constituent Corporations, and the title of any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of said

H06000037561 3

H06000037561 3

Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Corporation.

7. The assets and liabilities of the Constituent Corporations as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the respective Constituent Corporations. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any Constituent Corporation may be converted to those procedures and schedules selected by the Surviving Corporation.

8. Upon adoption and approval of the Plan of Merger by the Boards of Directors and shareholders of the Constituent of Corporations in accordance with the Florida Statutes and the Illinois Business Corporation Act, Articles of Merger shall be executed and delivered to the Secretary of State of the States of Florida and Illinois for filing as provided by the Florida Statutes and the Illinois Business Corporation Act. The Constituent Corporations shall also cause to be performed all necessary acts within the State of Florida, Illinois and elsewhere to effectuate the Merger.

NACJBUList Industries\Re-fi Morgan Stanley\PLAN OF MERGER.doc

H06000037561 3