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From: CORPDIRECT AGENTS, Inc.
515 E PARK AVENUE

TALLAHASSEE

FL 32301-0000 US

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Userid: 110450000714 Account: 110450000714 Sub-Account:

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Corporate Name: LIST INVESTMENTS, LLC

Certified Copy: 1

Certificate of Status:

Fax Phone Number: (850)224-1640

Request Date: 08/09/06

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Estimated Charge: \$96.25

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\$0.00

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User Year:

501(3)(C) STATUS:

Corp Status:

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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 for each merging party is as follows:

Name and Street Address	Jurisdiction	Entity Type
<u>1. List Investments, LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>401 Jim Moran Boulevard</u>		
<u>Deerfield Beach, Florida 33442</u>		

Florida Document/Registration Number: L04000056868

FEI Number: 753164189

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, 608.4382, 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.

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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.

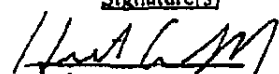
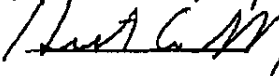
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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>
List Investments, LLC		Herbert A. List, Jr., Manager
List Industries, Inc.		Herbert A. List, Jr., President

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with the Florida Statutes and the Illinois Business Corporation Act, 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 limited liability company membership interests of each class of the subsidiary company:

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

The name and jurisdiction of each subsidiary company:

<u>Name</u>	<u>Jurisdiction</u>
List Investments, LLC	Florida

The manner and basis of converting the ownership interests 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 ownership interests of each company 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, the ownership interests, obligations and other securities of List Investments, LLC shall be cancelled.

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

1. Upon the Effective Date of the Merger, the separate existences of the Constituent Companies shall cease and the Constituent Companies 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.

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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 managers and the officers of the Merged Company 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 ownership interest of the Constituent Companies 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 Company's Ownership Interests. All units of the Merged Company's ownership interests 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 Companies, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to either of the Constituent Companies on whatever account, for ownership interest subscriptions as well as for all other things in action or all other rights belonging to either of said companies; 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 Companies, and the title of any real estate vested by deed or otherwise in either of said Constituent Companies 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 Companies 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 the Constituent Companies, 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 Companies 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 Companies. 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 Company 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 Board of Directors and shareholders of the Surviving Corporation and the member and manager of the Merged Company 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

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To: Attn: Gretchen
Subject: 000166.65690

From: Ricky Soto

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provided by the Florida Statutes and the Illinois Business Corporation Act. The Constituent Companies shall also cause to be performed all necessary acts within the State of Florida, Illinois and elsewhere to effectuate the Merger.

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