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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SOLO CUP OPERATING CORPORATION

Certificate of Status	0
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RECEIVED
2010 APR 30 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 APR 30 PM 3:23
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Solo Cup Operating Corporation</u>	<u>Delaware</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>InnoWare Plastic, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (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.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 30, 2010 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 30, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
INNOWARE PLASTIC, INC.
WITH AND INTO
SOLO CUP OPERATING CORPORATION**

(As adopted by the Boards of Directors of Solo Cup Operating Corporation and InnoWare Plastic, Inc. on April 30, 2010)

1. Solo Cup Operating Corporation, a Delaware corporation (the "Corporation"), will own 100% of the outstanding capital stock of InnoWare Plastic, Inc., a Florida corporation (the "*Operating Subsidiary*"), upon the effectiveness of the merger of InnoWare Plastic Holding, Inc., a Delaware corporation, with and into the Corporation, with the Corporation as the surviving corporation (the "*Holding Subsidiary Merger*"). Immediately following the effectiveness of the Holding Subsidiary Merger, the Operating Subsidiary shall merge with and into the Corporation, with the Corporation as the surviving corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Chapter 607.1104 of the Florida Statutes (the "*Operating Subsidiary Merger*").
2. By virtue of the Operating Subsidiary Merger, each share of common stock, par value \$1.00 per share, of the Operating Subsidiary shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.
3. The Certificate of Incorporation of the Corporation in effect immediately prior to the Operating Subsidiary Merger shall continue as the Corporation's Certificate of Incorporation, and the Articles of Incorporation of the Operating Subsidiary shall cease to be effective upon the Operating Subsidiary Merger.
4. The By-Laws of the Corporation in effect immediately prior to the Operating Subsidiary Merger shall continue as the Corporation's By-Laws until amended or repealed in a manner provided by law.
5. The directors of the Operating Subsidiary in office immediately prior to the Operating Subsidiary Merger shall resign as directors of the Operating Subsidiary effective upon the Operating Subsidiary Merger, and the directors of the Corporation in office immediately prior to the Operating Subsidiary Merger shall continue as the Corporation's directors, all of whom shall hold their director positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Corporation's By-Laws or Certificate of Incorporation.

6. The officers of the Operating Subsidiary in office immediately prior to the Operating Subsidiary Merger shall resign as officers of the Operating Subsidiary effective as of the Operating Subsidiary Merger, and the officers of the Corporation in office immediately prior to the Operating Subsidiary Merger shall continue as the Corporation's officers, all of whom shall hold their officer positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Corporation's By-Laws or Certificate of Incorporation.