

F010000001289

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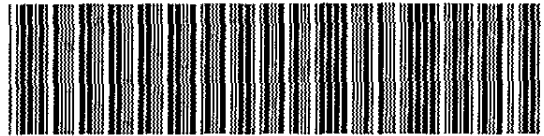
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

12-31-02

12/06/02--01076--025 \*\*70.00

FILED  
ALLAHASSEE, FLORIDA

02 DEC -6 AM 9:17

75 12/10/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COASTAL PLASTICS CORP., A FLORIDA CORPORATION, K82192

into

**PCL PACKAGING, INC.**, a Delaware entity F01000001289

File date: December 6, 2002 Effective December 31, 2002

Corporate Specialist: Pamela Smith

**ARTICLES OF MERGER**  
**(Profit Corporations)**

**FILED**

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

02 DEC -6 AM 9:17  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)	<u>EFFECTIVE DATE</u>
PCL PACKAGING, INC.	DELAWARE	F01000001289	12-31-02

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COASTAL PLASTICS CORP.	FLORIDA	K82192

**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** 12 / 31 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 \_\_\_\_\_.

11/28 ~~12~~ / 2002 The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 \_\_\_\_\_.

11/28 ~~12~~ / 2002 The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

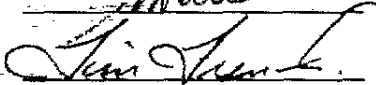
Typed or Printed Name of Individual & Title

PCL Packaging, Inc.



R. Bruce Waite, Secretary

Coastal Plastics Corp.



Tim French, President

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

The following plan of merger is submitted in compliance with section 607.1104, F.S. 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>
PCL PACKAGING, INC.	DELAWARE

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
COASTAL PLASTICS CORP.	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:

All of the issued and outstanding shares of stock of COASTAL PLASTICS CORP. are owned by PCL PACKAGING, INC. As of the Effective Date of the Merger, each issued and outstanding share of common stock of COASTAL PLASTICS CORP. shall be canceled and no shares of PCL PACKAGING, INC. are to be issued in exchange therefor and no conversion of shares is required.

*(Attach additional sheets if necessary)*

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, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

NONE

EXECUTED as a sealed instrument this 2nd day of December, 2002.

COASTAL PLASTICS CORP.

By: Tim French  
Tim French, President

PCL PACKAGING, INC.

By: R. Bruce Waite  
R. Bruce Waite, Secretary