

F01000003187

CT CORPORATION SYSTEM

FILED
2001 JUN 21 PM 2:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CORPORATION(S) NAME

(1) Solar-Gard International, Inc. (2) Pro Marketing, Inc. into: (3) MSC Specialty Films,

300004435353--7

06/21/01 01057--014

****122.50 ****122.50

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS

<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Verifier _____
W.P. Verifier _____

6/21/01

Order#: 460364

Ref#: _____

Amount: \$ _____

N.S.

To Day Please

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DIVISION OF CORPORATIONS AND REGISTRATIONS
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

COULLETTE JUN 21 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOLAR-GARD INTERNATIONAL, INC., a Florida corporation, 499135
PRO MARKETING, INC., a Nebraska Corporation not qualified

INTO

MSC SPECIALTY FILMS, INC., a California entity, F01000003187

File date: June 21, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
SOLAR- GARD INTERNATIONAL, INC., A FLORIDA CORPORATION
AND
PRO MARKETING, INC., A NEBRASKA CORPORATION
INTO
MSC SPECIALTY FILMS, INC., A CALIFORNIA CORPORATION

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act section 607.1105.

- First:** The name and jurisdiction of the surviving parent corporation is MSC Specialty Films, Inc., a California corporation.
- Second:** The name and jurisdiction of each of the merging subsidiary corporations are Solar-Gard International, Inc., a Florida corporation and Pro Marketing, Inc., a Nebraska corporation.
- Third:** The Plan of Merger is attached hereto as Exhibit A.
- Fourth:** The merger of Solar-Gard International, Inc. into MSC Specialty Films, Inc. shall become effective on the date these Articles of Merger are filed with the Florida Department of State.
- Fifth:** The Plan of Merger was adopted by the board of directors of MSC Specialty Films, Inc. on June 8, 2001. The Plan of Merger was adopted by the board of directors of Solar-Gard International, Inc. on June 21, 2001. The Plan of Merger was adopted by the board of directors of Pro Marketing, Inc. on June 21, 2001.
- Sixth:** The Plan of Merger was adopted by the sole shareholder of MSC Specialty Films, Inc. on June 21, 2001, in accordance with Florida Business Corporation Act Section 607.0704. Approval of the Plan of Merger by the sole shareholder of Solar-Gard International, Inc. was not required pursuant to Florida Business Corporation Act Section 607.1104(1)(a) and California Corporations Code Section 1110(a). Approval of the Plan of Merger by the sole shareholder of Pro Marketing, Inc. was not required pursuant to Nebraska Business Corporation Act Section 21-20,131(1) and California Corporations Code Section 1110(a).

[Signatures on Next Page]

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TALLAHASSEE, FLORIDA

MSC SPECIALTY FILMS, INC.,
a California corporation

By: David A. Fletcher
David A. Fletcher, President

Date: June 21, 2001

SOLAR-GARD INTERNATIONAL, INC.
a Florida corporation

By: David A. Fletcher
David A. Fletcher, President

Date: June 21, 2001

PRO MARKETING, INC.,
a Nebraska Corporation

By: David A. Fletcher
David A. Fletcher, President

Date: June 21, 2001

Exhibit A

Plan of Merger

The following Plan of Merger is submitted in compliance with Florida Business Corporation Act Section 607.1104, California Corporations Code Section 1110 and Nebraska Business Corporation Act Section 21-20,131.

- First:** The name and jurisdiction of the surviving parent corporation is MSC Specialty Films, Inc., a California corporation.
- Second:** The name and jurisdiction of each of the merging subsidiary corporations are Solar-Gard International, Inc., a Florida corporation and Pro Marketing, Inc., a Nebraska corporation.
- Third:** The terms and conditions of the merger are as follows: Solar-Gard International, Inc., a Florida corporation and Pro Marketing, Inc., a Nebraska corporation shall merge into MSC Specialty Films, Inc., a California corporation. The outstanding shares of Solar-Gard International, Inc., all of which are owned by MSC Specialty Films, Inc., shall be canceled upon the filing of the Articles of Merger and attached Plan of Merger with the Florida Department of State. At such time, in exchange for such shares, MSC Specialty Films, Inc. shall become the owner of the assets and liabilities of Solar-Gard International, Inc. The outstanding shares of Pro Marketing, Inc., all of which are owned by MSC Specialty Films, Inc. shall be canceled upon the filing of the Articles of Merger and attached Plan of Merger with the Nebraska Secretary of State. At such time, in exchange for such shares, MSC Specialty Films, Inc. shall become the owner of the assets and liabilities of Pro Marketing, Inc.
- Fourth:** The manner and basis of converting shares of the Solar-Gard International, Inc. and Pro Marketing, Inc. into property of MSC Specialty Films, Inc. are as follows: The outstanding shares of Solar-Gard International, Inc., and Pro Marketing, Inc., all of which are owned by MSC Specialty Films, Inc., shall be canceled upon the filing of the Articles of Merger and attached Plan of Merger with the Florida Department of State and the Nebraska Secretary of State, respectively. At such time, in exchange for such shares, MSC Specialty Films, Inc. shall become the owner of the assets and liabilities of Solar-Gard International, Inc and Pro Marketing Inc.
- Fifth:** The following statement is required by Florida Business Corporation Act Section 607.1104(1)(b)(4): The shareholders of Solar-Gard International, Inc. who, except for the applicability of Florida Business Corporation Act Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Business Corporation Act Section 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.