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MERGER OR SHARE EXCHANGE

STEPHEN GOULD CORPORATION

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Merger

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleGould Paper of Florida, Inc.MICHAEL GOLDEN PRESIDENTStephen Gould CorporationMICHAEL GOLDEN PRESIDENT

**AGREEMENT AND PLAN OF MERGER
OF**

STEPHEN GOULD CORPORATION

(a New Jersey corporation)

AND

GOULD PAPER OF FLORIDA, INC.

(a Florida corporation)

AGREEMENT AND PLAN OF MERGER (this "Agreement"), entered into on this 11th day of December, 2006, by and between Stephen Gould Corporation, a New Jersey corporation (the "Corporation"), and Gould Paper of Florida, Inc., a Florida corporation (the "Merger Subsidiary"), and approved on December 11, 2006 by the unanimous written consent of its Board of Directors and sole shareholder.

WHEREAS, the Corporation is a New Jersey corporation, incorporated in the State of New Jersey on December 15, 1958; and

WHEREAS, the Merger Subsidiary is a Florida corporation, incorporated in the State of Florida on November 1, 1993.

WHEREAS, the Merger Subsidiary is a wholly owned subsidiary of the Corporation; and

WHEREAS, the Corporation was authorized to transact business in the State of Florida under the name Stephen Gould Corporation on October 18, 2006; and

WHEREAS, the New Jersey Business Corporation Act (the "NJBCA") permits a Florida corporation to be merged with and into a New Jersey corporation; and

WHEREAS, the Florida Business Corporation Act (the "FBCA") permits a Florida corporation to be merged with an into a New Jersey corporation; and

WHEREAS, the Corporation and the Merger Subsidiary, and their respective Boards of Directors, have declared it advisable and to the advantage welfare and best interest of said corporations, and their respective shareholders/stockholders, to merge the Merger Subsidiary with and into the Corporation pursuant to the provisions of the NJBCA and the provisions of the FBCA upon the terms and conditions hereinafter set forth; and

WHEREAS, this Agreement was approved (i) on December 11, 2006 by the unanimous written consent of the Board of Directors and shareholders of the Corporation, and (ii) on December 11, 2006 by the unanimous written consent of the Board of Directors and sole shareholder of the Merger Subsidiary;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, it is hereby agreed as follows:

1. The Merger Subsidiary shall be merged with and into the Corporation, pursuant to the provisions of the FBCA and the provisions of the NJBCA, and the Corporation shall be the surviving corporation and assume all of the assets, liabilities, and obligations of the Merger Subsidiary from and after the effective time and date of the merger provided for herein (the "Merger"), and shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the NJBCA. The separate existence of the Merger Subsidiary shall cease upon the effective time and date of the Merger.

2. The Certificate of Incorporation of the Corporation, as the same shall be in full force and effect upon the effective time and date of the merger provided for herein in the State of New Jersey, shall be the Certificate of Incorporation of the surviving corporation and shall continue in full force and effect until such time as it is altered, changed or amended in the manner prescribed by the provisions of the NJBCA.

3. The by-laws of the Corporation, as the same shall be in full force and effect upon the effective time and date of the Merger, shall be the by-laws of the surviving corporation and shall continue in full force and effect until such time as they are altered, changed or amended as provided for therein and/or in the manner prescribed by the NJBCA.

4. The directors and officers of the Corporation in office as of the effective time and date of the Merger shall continue to be the officers and directors of the surviving corporation, upon the effective time and date of the Merger, all of whom shall hold their respective offices and directorships until such time as their respective successors are duly elected and qualified or until such time as their tenure is otherwise terminated in accordance with the provisions of the by-laws of the surviving corporation.

5. The issued shares of the capital stock of the Merger Subsidiary shall not be converted or exchanged in any manner, but each said share of capital stock which is issued and outstanding immediately prior to the effective time and date of the Merger shall, on the effective time and date of the Merger, be surrendered and cancelled. The issued shares of the capital stock of the Corporation shall not be converted or exchanged in any manner, but each such share of capital stock which is issued and outstanding as of the effective time and date of the Merger shall continue to represent one (1) share of the capital stock of the surviving corporation and shall remain issued and outstanding.

6. This Agreement and the Merger have been duly adopted, authorized and approved by the Boards of Directors and shareholders of each of the Merger Subsidiary and Corporation respectively, pursuant to the FBCA and the NJBCA respectively; and the Corporation and the Merger Subsidiary, respectively, hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents prescribed by the FBCA and the NJBCA, and that each will cause to be performed any and all necessary acts within the State of Florida and within the State of New Jersey in order to effectuate the merger provided for herein.

7. The Board of Directors and the proper officers of the Corporation and the Merger Subsidiary, acting together or alone, are hereby authorized, empowered and directed, in the name of the Corporation and the Merger Subsidiary, to cause to be filed a Certificate of Merger with the Treasurer of the State of New Jersey and to cause to be filed a Articles of Merger with the Amendment Section, Division of Corporations of the State of Florida as promptly as possible following the adoption of this Agreement; and to perform all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and the merger provided for herein.

8. The Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the Corporation or any obligation of the Merger Subsidiary for which it is previously amenable to suit in the State of Florida and unconditionally agrees that it will file, or cause to be filed, with the requisite and necessary taxing authorities such returns and data that may be required of the Merger Subsidiary and hereby agrees to pay, in full, all accrued or accruing taxes and delinquent charges thereon of the Merger Subsidiary to the requisite and necessary taxing authorities under the provisions of any applicable tax laws administered by said authorities; and the Corporation hereby irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding and designates 35 South Jefferson Road, Whippany, New Jersey 07981 c/o. Mitchell Lazar, as the address to which the Treasurer shall mail a copy of the process in such proceeding.

9. This Agreement and the merger provided for herein shall be effective in the State of Florida and the State of New Jersey at 11:59 p.m. on December 31, 2006.

10. Notwithstanding the full approval and adoption of this Agreement and the Merger, this Agreement and the Merger may be terminated at any time prior to the filing thereof of any requisite merger documents with the Amendment Section, Division of Corporations of the State of Florida or at any time prior to the filing of any requisite merger documents with the Treasurer of the State of New Jersey.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is executed on this 11th day of December, 2006, upon behalf of each of the constituent business corporations parties hereto.

CORPORATION:

STEPHEN GOULD CORPORATION

By: Michael Golden
Name: **MICHAEL GOLDEN**
Title: **PRESIDENT**

MERGER SUBSIDIARY:

GOULD PAPER OF FLORIDA, INC.

By: Michael Golden
Name: **MICHAEL GOLDEN**
Title: **PRESIDENT**