

F07000005569

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**\*RE-SUBMIT\***

To:

Division of Corporations  
Fax Number : (850) 617-6380

Please retain original filing  
date of submission 8/30

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
PREFERRED MATERIALS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	074
Estimated Charge	\$60.00

T. CLINE

SEP - 8 2010

EXAMINER



August 31, 2010

FLORIDA DEPARTMENT OF STATE  
Division of CorporationsPREFERRED MATERIALS, INC.  
13101 TELECOM DRIVE  
SUITE 101  
TAMPA, FL 33637SUBJECT: PREFERRED MATERIALS, INC.  
REF: F07000005569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The certificate of merger must be signed by each party.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Regulatory Specialist IIFAX Aud. #: H10000193246  
Letter Number: 510A000207852010 AUG 30 AM 8:12  
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OC-PMA, LLC	Florida	LLC
U10-58237		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Preferred Potentials Inc.	Delaware	Corporation
F07-55269		

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which each other business entity is formed, organized or incorporated.

**FIFTH:** If other than this date of filing, the effective date of the merger, which cannot be prior to not more than 90 days after the date this document is filed by the Florida Department of State:

N/A

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

N/A

a.) What the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 44.181, F.S., are as follows:

Street address:

Mailing address:

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.4355, Florida Statutes.

**NOTE:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
QC-PMA, LLC	<i>[Signature]</i>	Robert F. Drake
Preferred Materials, Inc.	<i>[Signature]</i>	Gary P. Hickman

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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b>Fees:</b>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<b>Certified Copy (optional):</b>	\$30.00
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## PLAN OF MERGER

BY AND BETWEEN

OC-PMA, LLC

AND

PREFERRED MATERIALS, INC.

THIS PLAN OF MERGER (hereinafter referred to as the "*Plan*"), is made and entered into this 18th day of August, 2010, by and between OC-PMA, LLC, a Florida limited liability company, and PREFERRED MATERIALS, INC., a Delaware corporation (said companies being hereinafter referred to as the "*Constituent Companies*");

### WITNESSETH:

WHEREAS, OC-PMA, LLC, a Florida limited liability company, is a wholly-owned subsidiary of PREFERRED MATERIALS, INC., a Delaware corporation; and

WHEREAS, the Board of Directors and Management Committee of each of the Constituent Companies deem it advisable and for the benefit of each of said companies that OC-PMA, LLC be merged with and into PREFERRED MATERIALS, INC.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and among the parties hereto, that, pursuant to the provisions of the Florida Business Corporation Act, OC-PMA, LLC (the "*Merged Company*"), be merged with and into PREFERRED MATERIALS, INC. (the "*Surviving Company*"), and thereafter the individual existence of the Merged Company shall cease. The terms and conditions of the merger hereby agreed upon shall be as follows:

1.

The acts and things required to be done by the Delaware General Corporation Law and the acts and things required to be done by the Delaware General Corporation Law, in order to make this Plan of Merger effective, including the filing of a Certificate of Merger with the State of Delaware, shall be attended to and done by the proper officers of the Constituent Companies as soon as practicable.

2.

The merger herein contemplated shall be effective at 11:59 p.m. on 31st day of August, 2010 (the "*Effective Time*")

3.

The Articles of Incorporation of the Surviving Company as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Company thereafter, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

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FLORIDA

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4.  
Until altered, amended or repealed, as therein provided, the Bylaws of the Surviving Company as in effect at the Effective Time shall be the Regulations of the Surviving Company.

5.  
The officers and directors of the Surviving Company at the Effective Time shall be the officers and directors of the Surviving Company, and said persons shall remain in office until the next annual meeting of the shareholders of the Surviving Company or until their successors are elected and qualified in accordance with the Regulations of the Surviving Company.

6.  
At the Effective Time of the merger, the Merged Company will have succeeded 100 percent interest, all of which are owned by the Surviving Company.

7.  
At the Effective time, the separate existence of the Merged Company shall cease and the Surviving Company shall possess all of the rights, privileges, immunities, powers, and franchises, of a public as well as of a private nature, of each of the Constituent Companies; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such companies shall be deemed vested in the Surviving Company without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Companies shall not revert or be in any way impaired by reason of this merger; and the Surviving Company shall thereupon be responsible and liable for all the liabilities, obligations, and penalties of each of the Constituent Companies; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Constituent Companies may be prosecuted as if such merger had not taken place, or the Surviving Company may be substituted in its place, and any judgment rendered against any of such companies may thereupon be enforced against the Surviving Company; and neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by such merger.

IN WITNESS WHEREOF, the Constituent Companies have each caused this Plan of Merger to be executed on the day and year first above written.

OC-PMA, LLC

By: PREFERRED MATERIALS, INC.,  
the Management Committee

By: Robert F. Duke  
President

By: Gary P. Hickman  
Assistant Secretary

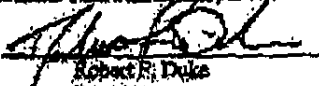
LEADS MATERIALS

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STATE  
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PREFERRED MATERIALS, INC.

By:



Robert F. Duke  
President

At:

By:



Gary K. Hickman  
Assistant Secretary

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