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MERGER OR SHARE EXCHANGE

CPC AEROSCIENCE, INC.

Certificate of Status	0
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Page Count	13
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Share Exchange

Electronic Filing Menu

Corporate Filing Menu

Help

Roberts JUL 07 2009



July 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CPC AEROSCIENCE, INC.
2700 SW 14TH STREET
POMPANO BEACH, FL 33069-4804

SUBJECT: CPC AEROSCIENCE, INC.
REF: F08000003724

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 current name of the entity is as referenced above. Please correct your document accordingly.

Our records reflect the document Number for CPC AEROSCIENCE, INC. could be F08000003724. Please correct your document and the name on your coversheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H09000157416
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2009

ARTICLES OF SHARE EXCHANGE
of
CHEMICAL PACKAGING CORPORATION, a Florida corporation
with
CPC AEROSCIENCE, INC., a Delaware corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act ("Florida Act"), Chemical Packaging Corporation, a Florida corporation (the "Target Corporation") and CPC Aeroscience, Inc., a Delaware corporation (the "Acquiring Corporation") adopts the following Articles of Share Exchange (the "Articles") for the purpose of effecting a share exchange and certifies as follows:

1. Chemical Packaging Corporation, 2700 SW 14th Street, Pompano Beach, Florida 33069-4804; FEI Number: 59-0933329; Florida Document Number: 247795.

2. CPC Aeroscience, Inc., 2700 SW 14th Street, Pompano Beach, Florida 33069-4804; FEI Number: 26-2892093; Florida Document Number: F08000003724.

3. A Plan of Share Exchange, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Target Corporation in accordance with Section 607.1105 of the Florida Act, and (ii) the Acquiring Corporation. The Plan effects a share exchange (the "Share Exchange") of the Target Corporation with the Acquiring Corporation.

4. The Plan was (i) approved by the Board of Directors, and approved and adopted by the shareholders of the Target Corporation on June 29, 2009, and (ii) approved by the Board of Directors, and unanimously approved and adopted by the shareholders of the Acquiring Corporation on June 29, 2009.

5. The effective date of the Share Exchange shall be the date on which these Articles of Share Exchange are filed with the Florida Department of State.

6. A copy of the executed Plan shall be on file at the principal office of the Acquiring Corporation located at 2700 SW 14th Street, Pompano Beach, Florida 33069-4804.

7. The Acquiring Corporation shall be responsible for the payment of all fees of the Target Corporation and will be obligated to pay such fees if same are not timely paid.

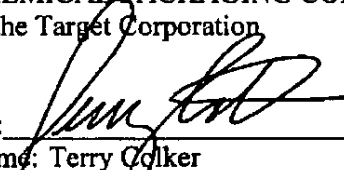
8. The Share Exchange is not prohibited by any regulation or the Articles of Incorporation of the Acquiring Corporation.

9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Share Exchange to be executed this 29th day of June, 2009 by each of their duly authorized representatives.

CHEMICAL PACKAGING CORPORATION,
as the Target Corporation

By: 
Name: Terry Colker
Title: President

CPC AEROSCIENCE, INC.,
as the Acquiring Corporation

By: 
Name: Terry Colker
Title: President

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EXHIBIT "A"

Plan of Share Exchange

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PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE (the "Plan"), having been approved and adopted on June 29, 2009 by the shareholders of CHEMICAL PACKAGING CORPORATION, a Florida corporation (the "Target Corporation") in accordance with Section 607.1102 of the Florida Act (as such term is described in the Articles of Share Exchange) and the insurance statutes contained in Section 628.451 of the Florida Statutes, and on June 29, 2009 by CPC AEROSCIENCE, INC., a Delaware corporation (the "Acquiring Corporation"), pertains to the share exchange of the shares of the Target Corporation owned by the shareholders of the Target Corporation with the shares the Acquiring Corporation (the Target Corporation and the Acquiring Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS:

A. The Boards of Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective shareholders, that the shares of the Target Corporation owned by each of its shareholders be exchanged (the "Share Exchange") for an equal proportion (for example, if a shareholder owns 1% of the outstanding shares of the Target Corporation, such Shareholder will receive 1% of the outstanding shares of the Acquiring Corporation) of the number of shares of the Acquiring Corporation on the terms and subject to the conditions set forth herein.

B. The Acquiring Corporation was incorporated in the State of Delaware on May 19, 2008 under the name CPC AEROSCIENCE, INC. and shall be the acquiring corporation in the Share Exchange. A copy of the Acquiring Corporation's Articles of Incorporation is attached hereto as Exhibit "A."

C. The Target Corporation was incorporated in the State of Florida on May 25, 1961 under the name CHEMICAL PACKAGING CORPORATION and shall be the target corporation in the Share Exchange.

D. The Target Corporation has authorized One Thousand (1,000) shares of \$0.01 par value common stock (the "Target Common Stock"), of which One Thousand (1,000) shares of the Target Common Stock are currently issued and outstanding. The issued and outstanding Target Common Stock of the Target Corporation is the only shares of the capital stock of the Target Corporation outstanding and entitled to vote on the Share Exchange. The outstanding shares of Target Common Stock is owned by each of the shareholders of the Target Corporation (collectively, the "Target Shareholders") in the amounts set forth next to such Target Shareholder's name on the attached Schedule 1.

E. The Acquiring Corporation has authorized Two Thousand Five Hundred (2,500) shares of \$0.01 par value common stock (the "Acquiring Common Stock"), of which One Thousand (1,000) shares of the Acquiring Common Stock are currently issued and outstanding. The issued and outstanding Acquiring Common Stock of the Acquiring Corporation (the "Initial Share") are the only shares of the capital stock of the Acquiring Corporation outstanding and

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entitled to vote on the Share Exchange. The outstanding shares are held by the Target Corporation. Simultaneously with the Share Exchange, as hereinafter set forth, the Initial Share shall be immediately transferred back to the Acquiring Corporation and will become authorized but unissued common stock.

ARTICLE I.

The Share Exchange

At the Effective Time (as defined in Article III(A) hereof), the Target Common Stock shall be exchanged for the Acquiring Common Stock in accordance with the Florida Business Corporation Act (the "Florida Act") and the insurance statutes contained in Section 628.451 of the Florida Statutes, and the shares of the Target Corporation shall become shares of the Acquiring Corporation, and the shares of the Acquiring Corporation shall become the shares of the Target Corporation, and the Target Corporation shall continue as a subsidiary of the Acquiring Corporation under the laws of the State of Florida.

ARTICLE II.

Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the Target Common Stock each of the Target Shareholders will be exchanged for the Acquiring Common Stock in the following manner:

(a) Each share of the Target Common Stock of the Target Corporation issued and outstanding on the Effective Date shall be exchanged for one share of the Acquiring Common Stock of the Acquiring Corporation, which shares of Acquiring Common Stock shall then be issued and outstanding.

(b) The exchange shall be effected as follows: after the Effective Date, each Target Shareholder shall surrender his, hers or its shares of Target Common Stock to the Acquiring Corporation or its duly appointed agent, in the manner that the Acquiring Corporation shall legally require together with any documentary stamp taxes that may be due upon the initial issuance of the Acquiring Common Stock. On receipt of a Target Shareholders' shares of Target Common Stock, the Acquiring Corporation shall issue to such Target Shareholder and exchange certificates for shares of Acquiring Common Stock representing the number of shares of Acquiring Common Stock to which such Target Shareholder is entitled as provided above.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Target Corporation or any of its shareholders to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Acquiring Corporation.

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ARTICLE III.
Effect of Share Exchange

A. The effective time of the Share Exchange (the "Effective Time") shall be the date on which the Articles of Share Exchange are filed with the Florida Department of State and the Share Exchange has been approved by the Florida Department of Insurance.

ARTICLE IV.
Miscellaneous

A. This Plan shall be submitted for the approval by written consent of the shareholders of the Constituent Entities in the manner provided by the applicable laws of the State of Florida.

B. A copy of the executed Plan shall be on file at the principal office of the Target Corporation located at 2700 SW 14th Street, Pompano Beach, Florida 33069-4804, as well as at the principal office of the Acquiring Corporation located at the same location.

C. No amendments or changes have been made to the Articles of Incorporation of the Target Corporation or the Acquiring Corporation.

D. A copy of the Plan will be furnished by the Acquiring Corporation to each shareholder of the corporations that are party to the Share Exchange.

E. This Plan may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[signature page to follow]

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IN WITNESS WHEREOF, the following authorized officer of each of the Constituent Entities has executed this Plan of Share Exchange to evidence their agreement hereto.

CHEMICAL PACKAGING CORPORATION,
as the Target Corporation

By: 

Name: Terry Colker

Title: President

CPC AEROSCIENCE, INC.,
as the Acquiring Corporation

By: 

Name: Terry Colker

Title: President

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EXHIBIT "A"

Articles of Incorporation of the Acquiring Corporation

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CPC AEROSCIENCE, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2008, AT 3:18 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4549384 8100

080567523

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6612313

DATE: 05-23-08

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:37 PM 05/19/2008
FILED 03:18 PM 05/19/2008
SRV 080567523 - 4549384 FILE

**CERTIFICATE OF INCORPORATION
OF
CPC AEROSCIENCE, INC.**

1. The name of the corporation is: CPC AEROSCIENCE, INC.
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 2,500 and the par value of each of such shares is \$0.01.
5. The name and mailing address of the incorporator is as follows:

NAMEMAILING ADDRESS

Jessica DeBianchi

c/o Tripp Scott, PA
110 SE 6th Street, 15th Floor
Ft Lauderdale, Florida 33301

6. The name and mailing address of the person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

NAMEMAILING ADDRESS

Terry Colker

2700 SW 14th Street
Pompano Beach, FL 33069-4804

7. The corporation is to have perpetual existence.

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WE THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunder set our hands this 19th day of May, 2008.


JESSICA DeBIANCHI, Incorporator

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SCHEDULE 1

List of Shareholders and Shares Owned for
Target Corporation

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SCHEDULE 1**List of Shareholders and Shares Owned for**
Target Corporation

Shareholder	Number of Shares
Terry Colker	1,000