

06/30/98 TUE 12:11 FAX 561 655 5677

GUNSTER YOAKLEY VALDES

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NAME: MOLL INDUSTRIES, INC.

AUDIT NUMBER.....H98000012111

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TALLAHASSEE, FLORIDA

Merger

See 6/30

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEMINI PLASTIC SERVICES, INC., a Florida corporation, F24358

INTO

MOLL INDUSTRIES, INC., a Delaware corporation not qualified in Florida

File date: JUNE 30, 1998.

Corporate Specialist: Teresa Brown

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**ARTICLES OF MERGER
OF GEMINI PLASTIC SERVICES, INC.
WITH AND INTO
MOLL INDUSTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Statutes, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging (the "Merger") Gemini Plastic Services, Inc., a Florida corporation (the "Subsidiary Corporation"), with and into Moll Industries, Inc., a Delaware corporation (the "Parent Corporation"), pursuant to an Agreement and Plan of Merger (the "Plan of Merger"), dated as of June 30, 1998, by and between the Subsidiary Corporation and the Parent Corporation, attached hereto as Exhibit A and made a part of this instrument. The Parent Corporation will be the surviving corporation.

1. The names of the corporations participating in the Merger and the states under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Gemini Plastic Services, Inc.	Florida
Moll Industries, Inc.	Delaware

2. The name of the surviving corporation is Moll Industries, Inc.
3. Pursuant to Section 607.1104 of the Florida Statutes, the shareholders of the Parent Corporation and Subsidiary Corporation were not required to approve the Merger since the Parent Corporation owns one hundred percent (100%) of the issued and outstanding stock of the Subsidiary Corporation.
4. The Plan of Merger was approved by the Board of Directors of the Subsidiary Corporation by Written Consent, dated as of June 30, 1998. The Plan of Merger was also approved by the Board of Directors of the Parent Corporation by Written Consent, dated as of June 30, 1998.
5. Pursuant to the Plan of Merger, each of the issued and outstanding shares of common stock of the Subsidiary Corporation and all rights in respect thereof will be canceled upon the effective date of the Merger.
6. The effective date of the Merger shall be the date on which the Articles of Merger are filed.

Gregory K. Bader, Esq.
FL BAR # 25046
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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06/30/98 TUE 12:12 FAX 561 655 5677

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Dated: as of June 30, 1998.

GEMINI PLASTIC SERVICES, INC.

By: _____
George T. Voas, Chief Executive Officer

MOLL INDUSTRIES, INC.

By: _____
George T. Voas, Chief Executive Officer

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, entered into as of the 30th day of June, 1998, is made by and between Gemini Plastic Services, Inc., a Florida corporation (the "Subsidiary Corporation") and Moll Industries, Inc., a Delaware corporation (the "Parent Corporation").

WHEREAS, the Parent Corporation is the parent corporation of the Subsidiary Corporation, and the Parent Corporation currently owns all the issued and outstanding shares of common stock of the Subsidiary Corporation; and

WHEREAS, the Boards of Directors of the Subsidiary Corporation and the Parent Corporation, respectively, deem it advisable and generally to the advantage and welfare of the corporate parties that the Subsidiary Corporation merge with and into the Parent Corporation under and pursuant to the provisions of the laws of the State of Florida and the State of Delaware (the "Merger").

NOW, THEREFORE, the parties, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. **The Merger.** The Subsidiary Corporation and the Parent Corporation hereby agree to merge the Subsidiary Corporation with and into the Parent Corporation pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act ("FBCA") and Section 253 of the General Corporation Law of the State of Delaware and that the Parent Corporation shall be the surviving corporation.
2. **Effective Date.** The merger shall become effective on the date that the Articles of Merger merging the Subsidiary Corporation into the Parent Corporation are filed pursuant to the FBCA (the "Effective Date").
3. **Board of Directors Approvals.** The Boards of Directors of the Parent Corporation approved this Agreement and Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the Merger, by Written Consent dated as of June 30, 1998, and the Subsidiary Corporation also approved this Agreement and Plan of Merger and the filing of the Articles of Merger and any other documents or certificates in any jurisdiction relating to the Merger, by Written Consent dated as of June 30, 1998.
4. **Cancellation of Stock.** Upon the Effective Date, each of the issued and outstanding shares of common stock of the Subsidiary Corporation and all rights in respect thereof shall be canceled.
5. **Certificate of Incorporation.** The Certificate of Incorporation of the Parent Corporation in effect currently with the State of Delaware and at and as of the Effective

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Date will remain the Certificate of Incorporation of the Parent Corporation without any modification or amendment in the Merger.

6. Bylaws. The Bylaws of the Parent Corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the Parent Corporation without any modification or amendment in the Merger.

7. Officers and Directors. The directors and officers of the Parent Corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Parent Corporation immediately prior to the Effective Date and shall remain the directors and officers of the Parent Corporation until their successors shall have been duly elected and qualified.

8. Required Actions. The Subsidiary Corporation and the Parent Corporation shall take, or cause to be taken, all action required or advisable under the laws of the States of Florida and Delaware to consummate and make effective the intent of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by Written Consents adopted by their respective Boards of Directors have caused these presents to be duly executed as of the date first above written.

GEMINI PLASTIC SERVICES, INC.,
a Florida corporation

By: 
George T. Votis, Chief Executive Officer

MOLL INDUSTRIES, INC.,
a Delaware corporation

By: 
George T. Votis, Chief Executive Officer

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