

F96000003621

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LAW OFFICES
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A PROFESSIONAL ASSOCIATION
FINANCIAL CENTER - SUITE #300
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4328

TELEPHONE (305) 379-1798
FAX (305) 379-2328

July 1, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500001884345
-07/05/96--01004--008
*****70.00 *****70.00

RE: Application by Foreign Corporation for Authorization
to Transact Business in Florida - G.P. Plastics Corporation
Our File No. G38.001

Dear Sir/Miss:

F96-3621
W96-14118

Enclosed is Application by Foreign Corporation for Authorization to Transact Business in Florida for G.P. Plastics Corporation, along with our firm's check #16989 in the amount of \$70.00 in payment of the application fee. Also enclosed is a Certification of Account Status from the Texas Comptroller of Public Accounts.

Your assistance with the matter is most appreciated.

Very truly yours,



Ana Cela Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 AM 8:41

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ACH/gac

Enclosures

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 5, 1996

ANA CELA HARRIS
MISHAN, SLOTO & GREENBERG
200 S. BISCAYNE BLVD, #2350
MIAMI, FL 33131-2328

SUBJECT: G.P. PLASTICS CORPORATION
Ref. Number: W96000014118

We have received your document for G.P. PLASTICS CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certificate you submitted, as it is not necessary for filing and is not the same as the certificate which we require. The certificate of existence described above is issued by the Texas Secretary of State.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 096A00032959

RECEIVED
DATE: 6-8-96

LAW OFFICES
MISHAN, SLOTO & GREENBERG

A PROFESSIONAL ASSOCIATION
FIRST UNION FINANCIAL CENTER - SUITE 2380
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ANA C. HARRIS

July 12, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Application by Foreign Corporation for Authorization
to Transact Business in Florida - G.P. Plastics Corporation
Letter Number: 096A00032959
Our File No. G38.001

Dear Sir/Miss:

In response to your letter of July 5, 1996 regarding the above-referenced application (copy enclosed), enclosed herewith is a certificate of existence for G.P. Plastics Corporation dated July 16, 1996 which should enable you to complete this filing.

After G.P. Plastics Corporation has been authorized to do business in Florida, please file the enclosed Articles of Merger. Our check in the amount of \$70.00 is enclosed for the filing fee.

Thank you for your assistance with this matter.

Very truly yours,



Ana Cela Harris

ACH/gsc

Enclosures

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. G.P. PLASTICS CORPORATION

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 7/16/96

(Date of Incorporation)

4. Perpetual

(Duration)

5. 75-1303564

(Federal Employer Identification number, if applicable)

6. May 28, 1996

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.405, F.S.)

7. 13375 Branchview Lane, Dallas, TX 75234

(Current mailing address)

8. Manufacturing

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Robert L. Bumgarner

Address: 13375 Branchview Lane
Dallas, TX 75234

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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STATE OF FLORIDA
DIVISION OF CORPORATIONS
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FLORIDA CORPORATIONS

9. Officers:

President: ROBERT L. BUMGARNER
Address: 13375 Branchview Lane
Dallas, TX 75234

Vice President: _____
Address: _____

Secretary: ROBERT L. BUMGARNER
Address: 13375 Branchview Lane
Dallas, TX 75234

Treasurer: _____
Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: JAMES R. SOTO, ESQ.
Office Address: 200 S. Biscayne Blvd., Suite 2350
Miami, Florida 33131-2328
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

James R. Soto

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Robert L. Bumgarner
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. ROBERT L. BUMGARNER, Chairman

(Name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

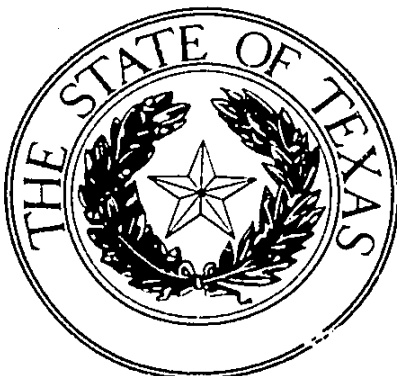
G. P. PLASTICS CORPORATION
CHARTER# 263822

were filed in this office and a certificate of incorporation was issued on
JULY 16, 1969;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 15 AM 8:41



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 8, 1996.*

1087.

Antonio O. Garza, Jr.
Secretary of State

BAM

F96 000003621

MISHAN, SLOTO & GREENBERG

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July 12, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400001300954
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RE: Application by Foreign Corporation for Authorization
to Transact Business in Florida - G.P. Plastics Corporation
Letter Number: 096A00032959
Our File No. G38.001

Dear Sir/Miss:

In response to your letter of July 5, 1996 regarding the above-referenced application (copy enclosed), enclosed herewith is a certificate of existence for G.P. Plastics Corporation dated July 16, 1996 which should enable you to complete this filing.

After G.P. Plastics Corporation has been authorized to do business in Florida, please file the enclosed Articles of Merger. Our check in the amount of \$70.00 is enclosed for the filing fee.

Thank you for your assistance with this matter.

Very truly yours,



Ana Cela Harris

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DIVISION OF CORPORATIONS
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JUL 17 8:43
DIVISION OF CORPORATIONS
Enclosures
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merger
JUL 19 1996

**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

SERVOTECH INDUSTRIES, INC., a Florida corporation, P92000007545

into

G.P. PLASTICS CORPORATION, a Texas corporation F96000003621

File date: July 15, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
AND

PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 15 PM 3:26

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act,

G.P. PLASTICS CORPORATION ("Parent Corporation") has adopted the following Articles of Merger for the purpose of merging SERVOTECH INDUSTRIES, INC. ("Subsidiary Corporation") into the Parent Corporation.

1. Parent Corporation is organized under the laws of the State of Texas. Subsidiary Corporation is organized under the laws of the State of Florida. The laws of the State of Texas, under which Parent Corporation is organized permit the merger specified in these Articles. The laws of the State of Florida, under which Subsidiary Corporation is organized, permit the merger specified in these Articles.

2. The number of outstanding shares of each class of the Subsidiary Corporation and the number of such shares of each class owned by the Parent Corporation are as follows:

<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Parent</u>
1,000	Common	1,000

3. A copy of the merger resolution adopted by the Board of Directors of the Parent Corporation approving the merger of the Subsidiary Corporation into the Parent Corporation is attached to and incorporated by reference into these Articles as Exhibit "A". The resolution was approved on May 24, 1996. The Plan of Merger was adopted by all of the shareholders and directors of Subsidiary Corporation on May 24, 1996.

4. Upon the filing of these Articles of Merger, all issued and outstanding shares of Subsidiary Corporation shall be retired and no shares of stock or other securities of Subsidiary Corporation shall be issued in respect thereof. The separate corporate existence of Subsidiary Corporation shall cease and it shall be deemed dissolved upon the filing of these Articles of Merger.

5. The Parent Corporation shall be governed by the laws of the State of Texas.

6. The address of the registered office of the surviving Parent Corporation in Texas is 13375 Branchview Lane, Farmers Branch, Texas 75234.

Dated this 24th day of May, 1996.

G.P. PLASTICS CORPORATION

By: Robert L. Bumgarner
Robert L. Bumgarner, President

SERVOTECH INDUSTRIES, INC.

By: Robert L. Bumgarner
Robert L. Bumgarner, President

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EXHIBIT "A"
**RESOLUTION BY UNANIMOUS CONSENT IN LIEU OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
G.P. PLASTICS CORPORATION**

The undersigned, being all of the directors of G.P. Plastics Corporation, a Texas corporation (the "Company"), acting pursuant to the authority conferred in Article 9.10B of the Texas Business Corporation Act, hereby waive notice of the Special Meeting of the Board of Directors of the Company and consent to, approve of and adopt the following resolutions to the same extent and with the same force and effect as if adopted at the Special Meeting of the Board of Directors duly called and held for the purpose of acting upon a proposal to adopt such resolutions:

WHEREAS, the Company has acquired one hundred percent (100%) of the Common Stock of Servotech Industries, Inc., a Florida corporation.

WHEREAS, the shares of Servotech Industries, Inc. owned by the Company represent one hundred percent (100%) of all classes of stock of Servotech Industries, Inc.

WHEREAS, it is appropriate to merge Servotech Industries, Inc. into the Company.

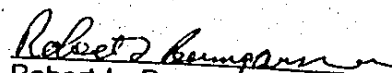
NOW, THEREFORE, IT IS:

RESOLVED, that Servotech Industries, Inc., a corporation duly organized and existing under the Corporation Law of Florida be merged into this Company pursuant to Article 5.16 of the Texas Business Corporation Act.

FURTHER RESOLVED, that the officers of this Company are authorized and directed to perform all acts and to execute and file all documents necessary to effectuate the merger pursuant to Article 5.16 of the Texas Business Corporation Act and the Corporation Law of Florida.

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof by the signatory, which shall be as valid and effectual as if they had been passed at a meeting of the Board of Directors duly convened and held, which resolutions were adopted unanimously by all of the Board of Directors of all the issued and outstanding stock of the Company, with instructions to the Secretary to file these minutes in the Company's Minute Book.

EXECUTED this 24 day of May, 1996.


Robert L. Bumgarner, Sole Director