

F980000000368

**FLORIDA
FILING
&
SEARCH
SERVICES,
INC.**



P.O. Box 10662

Tallahassee, Florida

32302-2662

(850) 668-4318

Fax (850) 668-3398



MARCH 5, 1998

TYPE OF FILING: CORPORATE MERGER

NAME: PACKAGED ICE, INC.

NAME: J.P. ALBERT ICE CO.

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE

COST: \$ 70.00

600002448356--6

merger
sp 3/6/98

RECEIVED
98 MAR -5 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR -5 PM 2:26

ARTICLES OF MERGER
Merger Sheet

MERGING:

J.P. ALBERT ICE CO., a FL corp., #K49637

into

PACKAGED ICE SOUTHEAST, INC., a Texas corporation F98000000368

File date: March 5, 1998

Corporate Specialist: Susan Payne

Account number: FCA000000015

Account charged: 70.00

ARTICLES OF MERGER

OF

J.P. ALBERT ICE CO., a Florida corporation

AND

PACKAGED ICE SOUTHEAST, INC., a Texas corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 2:26

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging **J.P. Albert Ice Co.** ("J.P. Albert") with and into **Packaged Ice Southeast, Inc.** ("PISE") as approved by the Board of Directors of J.P. Albert on March 2, 1998, and adopted by unanimous consent by the Board of Directors of PISE on March 2, 1998.

SECOND: The shareholders of J.P. Albert entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger on March 2, 1998.

THIRD: The shareholders of PISE entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by unanimous written consent dated March 2, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


FOURTH: The merger of J.P. Albert with and into PISE is permitted by the laws of the State of Texas, the jurisdiction of organization of PISE and has been authorized in compliance with said laws.

[SIGNATURE PAGE FOLLOWS]

[ARTICLES OF MERGER SIGNATURE PAGE]

Executed this 6th day of March 1998

J.P. ALBERT ICE CO.

By: 
Name: James P. Albert
Title: President

PACKAGED ICE SOUTHEAST, INC.

By: _____
Name: James F. Stuart
Title: Chairman of the Board and CEO

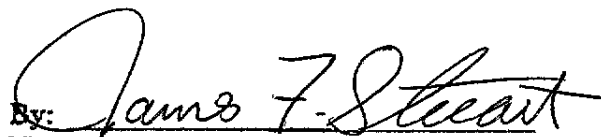
[ARTICLES OF MERGER SIGNATURE PAGE]

Executed this 6th day of March 1998

J.P. ALBERT ICE CO.

By: _____
Name: _____
Title: _____

PACKAGED ICE SOUTHEAST, INC.

By: 
Name: James F. Stuart
Title: Chairman of the Board and CEO

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter referred to as this "Plan") was adopted by resolution of the Board of Directors of **J.P. ALBERT ICE CO.**, a Florida corporation ("J.P. Albert"), and was adopted by resolution of the Board of Directors of **PACKAGED ICE SOUTHEAST, INC.**, a Texas corporation ("PISE"). The names of the corporations planning to merge are J.P. Albert Ice Co. and Packaged Ice Southeast, Inc. The name of the surviving corporation into which J.P. Albert plans to merge is Packaged Ice Southeast, Inc.

1. J.P. Albert and PISE shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Texas, be merged into a single corporation, to wit, PISE, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the State of Texas. The separate existence of J.P. Albert, which is sometimes referred hereinafter as the "Non-Surviving Corporation" shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of PISE as in effect on the date hereof without change unless and until amended or repealed in accordance with applicable law.

3. The Bylaws of the Surviving Corporation shall be the Bylaws of PISE as in effect on the date hereof without change unless and until amended or repealed in accordance with applicable law.

4. Upon the effective date, the officers and directors of the Surviving Corporation shall be the officers and directors of PISE in office at such date, and such persons shall hold office in accordance with the Bylaws of the Surviving Corporation or until their respective successors shall have been appointed or elected.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective date of the merger shall, at the effective time and date of the merger, be converted into one share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Texas.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the State of Texas, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any documents or documents prescribed by the laws of the State of Florida and of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate this merger.

8. The Board of Directors and the proper officer of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, executed, deliver and file, and/or 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 the Plan of Merger or of the merger herein provided for.