

F98000001418



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 067992 4311863

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 105.00

FILED
98 DEC 21 PM 3:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 16, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 067992-030

000002715770--0

CUSTOMER NO: 4311863

CUSTOMER: Ms. Kathleen Kirchner
Blank Rome Comisky & Mccauley
One Logan Square

Philadelphia, PA 19103

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-98

EARTH CARE PRODUCTS OF THE
MIDWEST, INC. & EARTH CARE
PRODUCTS OF TENNESSEE, INC.

INTO

U.S. PLASTIC LUMBER LTD.

F98000001418
THIS IS A CORP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

Morgan
OR
12/21

RECEIVED
98 DEC 18 AM 11:22
VISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

EARTH CARE PRODUCTS OF THE MIDWEST, INC., a Florida corporation,
document number P96000027668

EARTH CARE PRODUCTS OF TENNESSEE, INC., a Florida corporation,
document number P94000031279

into

**U.S. PLASTIC LUMBER LTD., doing business in Florida as U.S. PLASTIC
LUMBER, INC. = WORLDWIDE, a Delaware corporation F98000001418**

File date: December 21, 1998 , effective December 31, 1998

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER

OF

**Earth Care Products of the Midwest, Inc., a Florida Corporation
Earth Care Products of Tennessee, Inc., a Florida Corporation**

AND

U.S. Plastic Lumber Ltd.

To the Department of State
State of Florida

FILED
98 DEC 21 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/98

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

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Earth Care Products of the Midwest, Inc. and Earth Care Products of Tennessee, Inc., both being Florida Corporations (the "Florida Corps"), with and into U.S. Plastic Lumber Ltd. as approved by the Board of Directors of the Florida Corps on December 7, 1998 and adopted at a meeting by the Board of Directors of U.S. Plastic Lumber Ltd. on December 7, 1998.

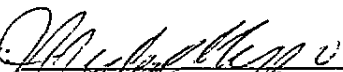
2. The merger of the Florida Corps with and into U.S. Plastic Lumber Ltd. is permitted by the laws of the jurisdiction of organization of U.S. Plastic Lumber Ltd. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of U.S. Plastic Lumber Ltd. was December 7, 1998.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on December 31, 1998.

Executed on December 7, 1998.

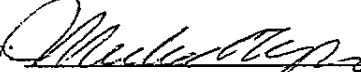
EARTH CARE PRODUCTS
OF THE MIDWEST, INC.

By: 

Name: Michael A. Lupo

Capacity: President

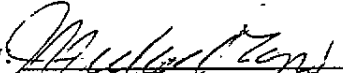
U.S. PLASTIC LUMBER LTD.

By: 

Name: Michael A. Lupo

Capacity: President

EARTH CARE PRODUCTS
OF TENNESSEE, INC.

By: 

Name: Michael A. Lupo

Capacity: President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and dated as of December 7, 1998, by and among U.S. Plastic Lumber Ltd., a Delaware corporation ("USPL" or the "Surviving Corporation"), RPI Acquisition Corporation, a Wisconsin corporation, Earth Care Products of Tennessee, Inc., a Florida corporation, Earth Care Products of the Midwest, Inc., a Florida corporation, Environmental Specialty Products, Inc., a California corporation, EnviróPlastics Corporation, a Massachusetts corporation, Chesapeake Plastic Lumber, Inc., a Delaware corporation and Cycle Masters Corporation, an Indiana corporation, the subsidiaries of the USPL (all of the parties hereto, other than USPL, are collectively referred to as the "Constituent Corporations").

BACKGROUND

The respective Boards of Directors of USPL and each of the Constituent Corporations have determined that it is desirable and in the best interest of each corporation that the Constituent Corporations be merged into USPL in accordance with the provisions of this Plan and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. Merger.

On the Effective Date (as hereinafter defined), each of the Constituent Corporations shall be merged with and into USPL, and USPL shall be the corporation surviving the merger and shall retain its current corporate name. On the Effective Date of the merger, each of the Constituent Corporations shall cease to exist and thereafter its properties, business, assets and liabilities shall become the properties, business, assets and liabilities of USPL as the surviving corporation, and USPL shall continue to exist as a corporation under the laws of the State of Delaware.

2. Certificate of Incorporation.

The Certificate of Incorporation of USPL at the Effective Date shall be and remain the Certificate of Incorporation of the Surviving Corporation unless and until otherwise amended or modified.

3. Conversion of Stock.

(a) On the Effective Date, each share of Common Stock of USPL issued or outstanding immediately prior thereto shall become and be converted into one fully paid and non-assessable share of the Common Stock of the Surviving Corporation. Each stock certificate

representing outstanding Common Stock of USPL immediately prior to the Effective Date shall on and after the Effective Date be deemed, for all purposes, to represent the same number of full shares of Common Stock of the Surviving Corporation.

(b) On the Effective Date, each share of capital stock of each of the Constituent Corporations outstanding or held in treasury immediately prior thereto shall be canceled without consideration.

4. Bylaws.

The Bylaws of USPL at the Effective Date shall be and remain the Bylaws of the Surviving Corporation unless and until otherwise amended or modified.

5. Directors and Officers.

The directors and officers of USPL immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The mergers shall be effective as of the close of business on December 31, 1998 (which date is herein called the "Effective Date") unless a later date is required by applicable law. If any of the mergers of any of the Constituent Corporations into the Surviving Corporation provided for herein are not effective for any reason, the mergers of the remaining Constituent Corporations into the Surviving Corporation shall nevertheless be effective.

7. Amendment.

USPL and each of the Constituent Corporations, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary of USPL and each of the Constituent Corporations, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by the party that incurred it.

10. Termination.

This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the Board of Directors of USPL and each of the Constituent Corporations.

11. Counterparts.

This Agreement may be executed in counterparts. In the event that this Agreement is not executed by all of the parties hereto, it nevertheless shall be binding on such parties as shall have executed it.

12. Governing Law.

This Plan shall be governed by and construed in accordance with the laws of the State of Delaware except to the extent that the Merger is governed by the laws of the state of incorporation of any of the Constituent Corporations.

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

U.S. PLASTIC LUMBER LTD.,
a Delaware corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

SUBSIDIARIES OF U.S. PLASTIC LUMBER LTD.

RPI ACQUISITION CORPORATION, a
Wisconsin corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

EARTH CARE PRODUCTS OF TENNESSEE,
INC., a Florida corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

EARTH CARE PRODUCTS OF THE
MIDWEST, INC., a Florida corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

ENVIRONMENTAL SPECIALTY
PRODUCTS, INC., a California corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: Chairman and Chief Executive Officer

CHESAPEAKE PLASTIC LUMBER INC.,
a Delaware corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

CYCLE MASTERS CORPORATION,
an Indiana corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: President

ENVIROPLASTICS CORPORATION,
a Massachusetts corporation

By: Michael A. Lupo
Name: Michael A. Lupo
Title: Chairman and Chief Executive Officer