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MERGER OR SHARE EXCHANGE

Acosta, Inc.

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Merger

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EFFECTIVE DATE
12/31/12

ALS HOLDING I, LLC
CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), the undersigned entities hereby certify that:

1. A copy of the Agreement and Plan of Merger is attached hereto and is made a part hereof as Attachment 1.

2. The name and jurisdiction of formation of each of the constituent entities to the merger is as follows:

- (a) PMI-Eisenhart, LLC, a Delaware limited liability company ("PMI")
- (b) Morris Alper, LLC, a Delaware limited liability company ("MA")
- (c) Kelley-Clarke, LLC, a Delaware limited liability company ("KC")
- (d) Acosta Sales, LLC, a Delaware limited liability company ("AS")
- (e) Natural/Specialty Sales, LLC, a Delaware limited liability company ("NS")
- (f) ALS Holding I, LLC, a Florida limited liability company ("ALS," and together with PMI, MA, KC, AS and NS, the "Merging Companies")
- (g) Acosta, Inc., a Delaware corporation (the "Surviving Corporation").

3. All of the Merging Companies are wholly-owned by the Surviving Corporation.

~~4. The Agreement and Plan of Merger has been approved, adopted, certified,~~
executed and acknowledged by ALS in accordance with the requirements set forth in Chapter 608 of the LLC Act.

5. The Agreement and Plan of Merger has been approved, adopted, certified,
executed and acknowledged by each of the Merging Companies (other than ALS as set forth in

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above) and the Surviving Corporation in accordance with the applicable laws of the State of Delaware.

6. The Surviving Corporation shall be the surviving entity in the merger and the principal place of business of the Surviving Corporation is 6600 Corporate Center Parkway, Jacksonville, Florida 32216. The Surviving Corporation is authorized to transact business in the State of Florida.

7. The effective time of the merger shall be 11:59 p.m. on December 31, 2012.

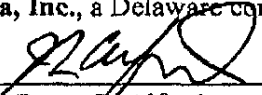
[Signature appears on the following page]

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IN WITNESS WHEREOF, the undersigned has set his hand as of this 20th day of December, 2012.

Surviving Corporation

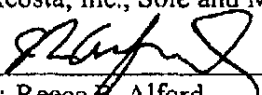
Acosta, Inc., a Delaware corporation

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

Merging Companies

PMI-Eisenhart, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

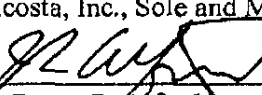
Morris Alper, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

Kelley-Clarke, LLC, a Delaware limited liability company


By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

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Acosta Sales, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary


Natural/Specialty Sales, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

ALS Holding I, LLC, a Florida limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 
Name: Reece B. Alford
Its: General Counsel and Secretary

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Attachment 1

Agreement and Plan of Merger

(See Attached)

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") dated as of December 20, 2012 provides for the merger (the "Merger") of PMI-Eisenhart, LLC, a Delaware limited liability company ("PMI"), Morris Alper, LLC, a Delaware limited liability company ("MA"), Kelley-Clarke, LLC, a Delaware limited liability company ("KC"), Acosta Sales, LLC, a Delaware limited liability company ("AS"), Natural/Specialty Sales, LLC, a Delaware limited liability company ("NS") and ALS Holding I, LLC, a Florida limited liability company ("ALS," and together with PMI, MA, KC, AS and NS, the "Merging Companies") with and into Acosta, Inc., a Delaware corporation (the "Surviving Corporation"), as follows:

1. Merger. Upon effectiveness of the Merger, the Merging Companies shall be merged with and into the Surviving Corporation, the separate existence of the Merging Companies shall cease and the Surviving Corporation shall be the surviving business entity.

2. Effective Time. The Merger of the Merging Companies with and into the Surviving Corporation shall become effective at 11:59 p.m. on December 31, 2012 (the "Effective Time").

3. Conversion of Interests of Merging Companies. At the Effective Time, all of the membership interests in the Merging Companies which are issued and outstanding at the Effective Time shall be retired and cancelled, automatically, without any further action on the part of the Merging Companies or the Surviving Corporation, or otherwise.

4. Effect of Merger. At the Effective Time, the separate existence of the Merging Companies shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Companies, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Companies, and neither the rights of creditors nor any liens on the property of the Merging Companies shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Companies, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Companies, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

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5. Surviving Corporation. Acosta, Inc., a Delaware corporation, is the Surviving Corporation and its business address is 6600 Corporate Center Parkway, Jacksonville, Florida 32216.

6. Abandonment. The Plan may be abandoned at any time prior to the Effective Time by any of the Merging Companies or the Surviving Corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger effective as of the date first set forth above.

Surviving Corporation

Acosta, Inc., a Delaware corporation

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

Merging Companies

PMI-Eisenhart, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

Morris Alper, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

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Kelley-Clarke, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

Acosta Sales, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

Natural/Specialty Sales, LLC, a Delaware limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary

ALS Holding I, LLC, a Florida limited liability company

By: Acosta, Inc., Sole and Managing Member

By: 

Name: Reece B. Alford

Its: General Counsel and Secretary