03/01/2005

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File 2st MERGER OR SHARE EXCHANGE

CHEM POLYMER US HOLDINGS INC.

Certificate of Status	0
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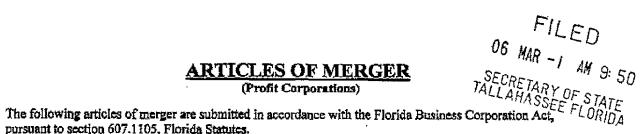
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pursuant to section 607.1105, Florida Statutes.

Name	Jurisdiction	Document Number
, *:=====	<u>Antiquion</u>	(If known/applicable)
Chem Polymer US Holdings Inc.	Delaware	2544045
Second: The name and jurisdiction of e	ach merging corporation:	
Name	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Chem Polymer Corporation	Florida	G89914
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effect Department of State.	tive on the date the Article	s of Merger are filed with the Florida
	cific date, NOTE: An affective ys after merger file date.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the band sharehol	poard of directors of the su der approval was not requi	
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the s		
The Pian of Merger was adopted by the l	coard of directors of the mader approval was not requi	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Chem Polymer US Holdings inc. Chem Polymer Corporation	Jonathans. Fi	Jonathan D. Fain, President Jonathan D. Fain, President
W	· · · · · · · · · · · · · · · · · · ·	1

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into as of the // day of December, 2005, by and between CHEM POLYMER CORPORATION, a Florida corporation ("Polymer"), and CHEM POLYMER US HOLDINGS INC., a Delaware close corporation ("Holdings").

WITNESSETH

WHEREAS, Polymer and Holdings desire to merge upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the authorized capital stock of Polymer consists of 7,500 shares of common stock, \$1.00 per value, of which 100 of such shares of common stock are issued and outstanding; and

WHEREAS, the authorized capital stock of Holdings consists of 1,000,000 shares of common stock, \$0.01 par value, of which 312,000 of such shares of common stock are issued and outstanding; and

WHEREAS, the Board of Directors of Polymer and the shareholders of Holdings, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and the shareholders of Polymer and Holdings that Polymer and Holdings merge under and pursuant to the provisions of the Delaware General Corporation Law, and

WHEREAS, the directors and shareholders of the constituent corporations have unanimously approved this Agreement and Plan of Merger;

ARTICLE !

THE MERGER: EFFECTIVE TIME.

- 1.1 The Merger. Polymer and Holdings as the constituent corporations shall merge and are hereby merged together into a single corporation with Holdings as the surviving corporation, and the separate corporate existence of Polymer shall thereupon cease. Holdings shall be the surviving corporation in the Merger and shall be governed by the laws of the State of Delaware. The Merger shall have the effects specified in the Delaware General Corporation Law (the "Delaware Law").
 - 1,2 Effective Time. The parties shall cause Articles of Merger meeting the

requirements of law to be properly executed and filled in the States of Delaware and Florida (the "Articles of Merger"). The Merger shall become effective on December 31, 2005 (the "Effective Time").

ARTICLE II

ARTICLES OF ORGANIZATION: BY-LAWS AND AUTHORIZED CAPITAL OF HOLDINGS AS THE SURVINING CORPORATION.

- 2.1 <u>Articles of Organization</u>. The Articles of Organization of Holdings as the exist on the Effective Time shall be the Articles of Organization of Holdings as the surviving corporation following the Effective Time, until duly amended in accordance with its terms and Delaware Law.
- 2.2 <u>Bylaws</u>. The Bylaws of Holdings as they exist on the Effective Time shall be the Bylaws of Holdings as the surviving corporation following the Effective Time, until duly amended in accordance with their terms and Delaware Law.
- 2.3 <u>Authorized Cacital</u>. The authorized capital stock of Holdings as they exist on the Effective Time shall be the authorized capital stock of Holdings as the surviving corporation following the Effective Time, unless and until the same shall be changed in accordance with Delaware Law.

ARTICLE III

OFFICERS OF THE SURVIVING CORPORATION.

- 3.1 Holdings shall remain a close corporation pursuant to Subchapter XIV of the Delaware General Corporation Lew.
- 3.2 Officers. The following officers of Holdings shall remain the officers of Holdings after the Effective Time until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with Holdings' Articles of Organization and Bylaws:

President Executive Vice President

Secretary Treasurer

Assistant Secretary
Assistant Secretary

Jonathan D. Fain Victor J. Bext

Herbert Malin

James E. Morrison Norman G. Orodenker

Jonathan D. Fain

ARTICLE IV

CONVERSION OF SHARES IN THE MERGER.

4.1 <u>Cancellation of Shares</u>. Each share of Polymer common stock held immediately prior to the Effective Time shall be canceled and retired and shall cease to soist.

ARTICLE V

ASSETS AND LIABILITIES.

5.1 Rights and Liabilities of Polymer. At and after the Effective Time, Holdings shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of Polymer; all debts due to Polymer shall be vested in Holdings; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Polymer shall be as effectively the property of Holdings; the title to any real estate vested by deed or otherwise in Polymer shall not revert or be in any way impaired by reason of the Merger, but shall be vested in Holdings; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Holdings and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

ARTICLE VI

MISCELLANEOUS.

8.1 <u>Plan of Reorganization</u>. This Agreement and Plan of Merger constitutes a Plan of Reorganization intended to qualify under internal Revenue Code §365(a)(1)(A) to be carried out in the manner, on the terms and subject to the conditions herein set forth.

(Signature page follows)

. . . .

IN WITNESS WHEREOF, this Agreement end Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

CHEM POLYMER CORPORATION,

Name:

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CHEM POLYMER US HOLDINGS INC.

Name:

Title: Phone and a second

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