

H80766

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000186096 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

02 AUG 26 AM 9:20

DIVISION OF CORPORATIONS

Division of Corporations
Fax Number : (850) 205-0380

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (941) 334-4121
Fax Number : (941) 334-4100

EFFECTIVE DATE

8-31-02

MERGER OR SHARE EXCHANGE

ENTEC POLYMERS, INC.

PLEASE NOTE
EFFECTIVE DATE.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

merger

8/26/02 08/26/2002

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMTEC POLYMERS, INC., a Florida corporation, P96000074100

INTO

ENTEC POLYMERS, INC., a Florida entity, H80766

File date: August 26, 2002, effective August 31, 2002

Corporate Specialist: Darlene Connell

FAX AUDIT NO.: H02000186096 2

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Section 607.1105.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Entec Polymers, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Comtec Polymers, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on August 31, 2002.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 12th day of August, 2002.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on the 12th day of August, 2002.

ENTEC POLYMERS, INC.

By: 
David J. Der Hagopian, President

COMTEC POLYMERS, INC.

By: 
David J. Der Hagopian, Vice President

FAX AUDIT NO.: H02000186096 2

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 AUG 26 PM 12:48

EFFECTIVE DATE
8-31-02

FAX AUDIT NO.: H02000186096 2

PLAN OF MERGER

In accordance with Section 607.1101 et. seq. of the Florida Business Corporation Act (the "Act"), this Plan of Merger (the "Plan") is made and entered into this 12th day of August, 2002, by and between ENTEC POLYMERS, INC., a Florida corporation (the "surviving corporation"), and COMTEC POLYMERS, INC., a Florida corporation (the "merging corporation").

1. **Merger.** In accordance with the provisions of the Act, the merging corporation shall be merged with and into the surviving corporation and the separate existence of the merging corporation shall thereupon cease, and the surviving corporation shall continue to exist under and be governed by the Act.

2. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation, in effect immediately prior to the Effective Date, shall, without any changes, be the Articles of Incorporation of the surviving corporation, until further amended as permitted by law. "Effective Date" shall mean August 31, 2002.

3. **Bylaws.** The Bylaws of the surviving corporation, in effect immediately prior to the Effective Date, shall, without any changes, be the Bylaws of the surviving corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of the surviving corporation, in office immediately prior to the Effective Date, shall continue to be the directors and officers of the surviving corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the surviving corporation. The directors of the surviving corporation are:

\David J. Der Hagopian
\W. John Chuplis
\Michael Clifton
\James P. Ashton
\Charles T. Burke

The officers of the surviving corporation are:

President	-	David J. Der Hagopian
Vice President	-	W. John Chuplis
Vice President	-	Michael Clifton
Secretary	-	W. John Chuplis
Assistant Secretary	-	James P. Ashton
Treasurer	-	James P. Ashton

FAX AUDIT NO.: H02000186096 2

FAX AUDIT NO.: H02000186096 2

5. **Distribution to Shareholders of the Constituent Corporations.** Immediately prior to the Effective Date, there are one thousand (1,000) shares of common stock of the merging corporation issued and outstanding and there are eight thousand (8,000) shares of common stock of the surviving corporation issued and outstanding. Upon the Effective Date, each share of common stock of the merging corporation then outstanding shall be converted into eight (8) fully paid and non-assessable shares of common stock of the surviving corporation, and each share of common stock of the merging corporation then outstanding shall be cancelled. No fractional shares shall be issued in the merger but shall be rounded upward or downward, as the case may be, to the nearest whole share.

Each share of common stock of the surviving corporation that is issued and outstanding immediately prior to the Effective Date shall continue to represent one (1) validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Each certificate of the surviving corporation evidencing ownership of any such shares shall, following the merger, continue to evidence ownership of the same number of shares of stock of the surviving corporation.

Each stockholder in the surviving corporation owning one percent (1%) or less of the issued and outstanding shares of common stock in the surviving corporation as of the Effective Date (a "1% Stockholder") shall receive cash from the surviving corporation equal to Sixty-Six Thousand Six Hundred Dollars (\$66,600.00) for one percent (1%) of the outstanding shares of the surviving corporation ("Fair Value"). Provided, however, should such 1% Stockholder be indebted to the surviving corporation, then such 1% Stockholder shall receive the Fair Value less the amount of any indebtedness owed the surviving corporation by such 1% Stockholder and the corresponding indebtedness to the surviving corporation shall be cancelled. Each 1% Stockholder's certificate in the surviving corporation shall be cancelled as of the Effective Date.

6. **Effect of Merger.** As of the Effective Date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of the merging corporation, as more particularly set forth in the Act.

7. **Supplemental Action.** If, at any time after the Effective Date, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the surviving corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the surviving corporation to carry out the provisions of this Plan.

FAX AUDIT NO.: H02000186096 2

2

FAX AUDIT NO.: H02000186096 2

The parties have set their hands and seals as of the date first above written as evidence that they agree, accept and adopt this Plan.

COMTEC POLYMERS, INC.,
a Florida corporation

By: 

David J. Der Hagopian, Vice President

ENTEC POLYMERS, INC.,
a Florida corporation

By: 

David J. Der Hagopian, President