

1780766

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MERGER OR SHARE EXCHANGE

ENTEC POLYMERS, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RHE HOLDINGS, INC., a Florida corporation, document number P02000014888

INTO

**ENTEC POLYMERS, INC.**, a Florida entity, H80766

File date: March 17, 2003, effective March 31, 2003

Corporate Specialist: Karen Gibson

FAX AUDIT NO.: H03000081997 6

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Section 807.1105.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ENTEC POLYMERS, INC.	Florida	H80766

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
RHE HOLDINGS, INC.	Florida	P02000014888

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of the close of business March 31, 2003.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the surviving corporation on the 11th day of March, 2003.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on the 11th day of March, 2003.

**ENTEC POLYMERS, INC.**

By:   
David J. Der Hagopian, President

**RHE HOLDINGS, INC.**

By:   
David J. Der Hagopian, President

FILED  
03 MAR 17 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
3/31/03

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## 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 11th day of March, 2003, by and between ENTEC POLYMERS, INC., a Florida corporation (the "surviving corporation"), and RHE HOLDINGS, 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 as of the close of business March 31, 2003.

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

5. Distribution to Shareholders of the Constituent Corporations. Immediately prior to the Effective Date, there are ten thousand (10,000) shares of common stock of the merging corporation issued and outstanding and there are fifteen thousand seven hundred sixty (15,760) 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 four and 617/1000ths (4.617) 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.

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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.

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.

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.

**RHE HOLDINGS, INC.**By: 

David J. Der Hagopian, President

**ENTEC POLYMERS, INC.**By: 

David J. Der Hagopian, President