

J32083

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

RE-SUBMIT

From:

Account Name : C T CORPORATION SYSTEM
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MERGER OR SHARE EXCHANGE INDEPENDENCE RECYCLING OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 29, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

INDEPENDENCE RECYCLING OF FLORIDA, INC.

5531 CANAL ROAD

VALLEY VIEW, OH 44125US

SUBJECT: INDEPENDENCE RECYCLING OF FLORIDA, INC.

REF: J32083

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H09000265129
Letter Number: 009A00039325

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Independence Recycling of Florida, Inc.	Florida	J32083

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Taft Pitt, Inc.	Florida	V14362
Eaton Park Leasing, Inc.	Florida	V24867

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/08/2009 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on N/A

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/08/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

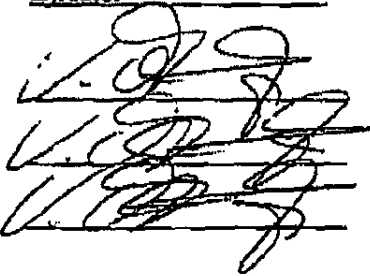
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Independence Recycling
of Florida, Inc.



Victor DiGeronimo, Jr. President

Taft Pitt, Inc.

Victor DiGeronimo, Jr. President

Eaton Park Leasing, Inc.

Victor DiGeronimo, Jr. President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Shares of Independence Recycling of Florida, Inc. Each Common Share, without par value, of Independence Recycling of Florida, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall remain an issued and outstanding Common Share, without par value, of Independence Recycling of Florida, Inc. and shall not be changed or converted.

2. Shares of Teft Pit, Inc. Each Common Share, \$1.00 per value per share, of Teft Pit, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of Independence Recycling of Florida, Inc. or Teft Pit, Inc. or any other person, be surrendered and shall be cancelled and extinguished and shall cease to exist on the effective date of the merger, without any consideration being payable or deliverable to any person therefor.

3. Shares of Eaton Park Leasing, Inc. Each Common Share, \$1.00 per value per share, of Eaton Park Leasing, Inc. which is issued and outstanding immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of Independence Recycling of Florida, Inc. or Eaton Park Leasing, Inc. or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist on the effective date of the merger, without any consideration being payable or deliverable to any person therefor.

(Attach additional sheets if necessary)

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares. Not Applicable

Other provisions relating to the merger are as follows:

Articles of Incorporation of Independence Recycling of Florida, Inc. The Articles of Incorporation of the Independence Recycling of Florida, Inc. as in effect immediately prior to the effective date of the merger shall continue in effect following the merger and shall be the Articles of Incorporation of the Independence Recycling of Florida, Inc., subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

By-laws of Independence Recycling of Florida, Inc. The By-laws of Independence Recycling of Florida, Inc. as in effect immediately prior to the effective date of the merger shall continue in effect following the merger and shall be the By-laws of Independence Recycling of Florida, Inc., subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Directors and Officers of Independence Recycling of Florida, Inc. The directors and the officers of the Independence Recycling of Florida, Inc. holding office immediately prior to the effective date of the merger shall continue in office following the merger and shall be the directors and the officers, respectively, of Independence Recycling of Florida, Inc., until they shall have resigned or been removed or replaced in accordance with the Articles of Incorporation and the By-laws of Independence Recycling of Florida, Inc. or otherwise in accordance with applicable law.

Effective Time. The merger shall become effective on December 31, 2009.