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Division of Corporations

FOLEY & LARDNER

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K 82192

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

COASTAL PLASTICS CORP.

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Mergers

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RF OF JACKSONVILLE, INC., a Florida corporation, P99000057860

INTO

COASTAL PLASTICS CORP., a Florida corporation, K82192

File date: July 2, 1999

Corporate Specialist: Darlene Connell

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FOLEY & LARDNER

NO. 5497 P. 2

Fax Audit No. H99000016327

**ARTICLES OF MERGER
OF
RF OF JACKSONVILLE, INC.
WITH AND INTO
COASTAL PLASTICS CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations enter into these Articles of Merger by which RF of Jacksonville, Inc., a Florida corporation and the sole shareholder of Coastal Plastics Corp., shall be merged with and into Coastal Plastics Corp., a Florida corporation, and Coastal Plastics Corp. shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan") adopted pursuant to Section 607.1103 of the Florida Act, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

THIRD, pursuant to Section 607.1103 of the Florida Act and in accordance with Section 607.0704 of the Florida Act, the Plan was adopted by unanimous written consent of the shareholders of RF of Jacksonville, Inc. on July 2, 1999 and by unanimous written consent of the sole shareholder of Coastal Plastics Corp. on July 2, 1999. The only voting group of RF of Jacksonville, Inc. entitled to vote on the adoption of the Plan consists of the holders of the common stock of RF of Jacksonville, Inc. The number of votes cast by such voting group was sufficient for approval by that group. The only voting group of Coastal Plastics Corp. entitled to vote on the adoption of the plan consists of the sole holder of the common stock of Coastal Plastics Corp. The number of votes cast by such voting group was sufficient for approval by that group.

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Prepared by: Linda Y. Kelso (FL Bar No. 298662)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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IN WITNESS WHEREOF, these Articles of Merger have been executed by RF of Jacksonville, Inc., as the merging corporation, and by Coastal Plastics Corp., as surviving corporation, this 2nd day of July, 1999.

RF OF JACKSONVILLE, INC.,
a Florida corporation

By



Name: John C. Crawford

Title: President

COASTAL PLASTICS CORP.,
a Florida corporation

By



Name: John C. Crawford

Title: President

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PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of RF OF JACKSONVILLE, INC., a Florida corporation, with and into COASTAL PLASTICS CORP., a Florida corporation, as follows:

1. **Merger of Parent into Subsidiary.** Coastal Plastics Corp. (the "Surviving Corporation") is a wholly-owned subsidiary of RF of Jacksonville, Inc. (the "Merging Corporation"). The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date").

3. **Tax-Free Reorganization.** The Merger is intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

4. **Cancellation of Surviving Corporation Stock.** Each share of preferred stock and common stock of the Surviving Corporation which is issued and outstanding on the Effective Date shall be deemed retired and canceled by virtue of the Merger, automatically, without any action on the part of the Merging Corporation or otherwise.

5. **Exchange of Merging Corporation Stock.** Each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be converted by operation of law by virtue of the Merger into one share of common stock of the Surviving Corporation.

6. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation 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 Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurance 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 Corporation 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 Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to

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or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

7. Amendment and Restatement of Surviving Corporation's Articles of Incorporation. On the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety to read as set forth on Exhibit A of this Plan of Merger.

8. Amendment and Restatement of Bylaws of Surviving Corporation. On the Effective Date, the Merging Corporation's Bylaws, as in effect immediately prior to the Merger, shall be adopted as the Amended and Restated Bylaws of the Surviving Corporation, except that all references in the Merging Corporation's Bylaws to RF of Jacksonville, Inc. shall be changed to Coastal Plastics Corp.

9. Waiver of Notice. The Merging Corporation, being the sole shareholder of the Surviving Corporation, by execution of the Articles of Merger waives the notice requirements of Section 607.1104 of the Florida Business Corporation Act.

10. Abandonment. This Plan may be abandoned at any time prior to the Effective Date by the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of Florida, by filing a Notice of Abandonment with such Department.

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EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COASTAL PLASTICS CORP.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Coastal Plastics Corp.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 627 N. Lane Avenue, Jacksonville, Florida 32244.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock").

All such shares shall be issued fully paid and nonassessable.

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ARTICLE V**REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the registered office of this corporation is 627 North Lane Avenue, Jacksonville, Florida 32244, and the name of the initial registered agent of this corporation at that address is John C. Crawford.

ARTICLE VI**BYLAWS**

Section 6.1 Bylaws. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VII**INDEMNIFICATION**

Section 7.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII**AMENDMENT**

Section 8.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles have been executed the 2nd day of July, 1999.

COASTAL PLASTICS CORP.By: 

John C. Crawford, President

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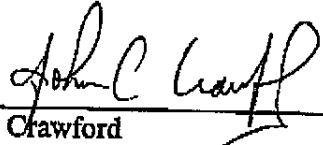
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.



John C. Crawford

Date: July 2, 1999