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Merged

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
15 SEP -9 PM 12:45
TO ACHIEVE THE
SUFFICIENCY OF FILING

2015 SEP -9 PM 3:30
SECRETARY OF STATE
FALL/ARASSEE, FILED
SEP 09 2015
A RAMSEY

FILED

SUNSHINE CORPORATE & FILING SERVICES, INC.

RUSH!

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

COVER LETTER
DATE: 9-9-15
WALK IN

ENTITY
NAME: PRODUCT QUEST MANUFACTURING, LLC

PLEASE FILE THE ATTACHED AND RETURN:

☒ PLAIN COPY
☐ CERTIFIED COPY

CHECK # 1913
AMOUNT: \$ 50.00

PLEASE CONTACT TINA AT 850-508-1891 FOR FURTHER
INFORMATION ON THIS MATTER!

THANK YOU SO MUCH!

TINA GOFF, PRESIDENT
SUNSHINE CORPORATE & FILING SERVICES, INC.

EXECUTION VERSION

ARTICLES OF MERGER
for the merger of
PQ FINANCE SUB LLC
(a Delaware limited liability company)
with and into
PRODUCT QUEST MANUFACTURING, LLC
(a Florida limited liability company)

September 9, 2015

2015 SEP -9 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"), PQ FINANCE SUB LLC, a Delaware limited liability company, and PRODUCT QUEST MANUFACTURING, LLC, a Florida limited liability company, hereby adopt these articles of merger ("Articles of Merger") for the purpose of merging Finance Sub with and into PQM (the "Merger").

FIRST: The merging party is PQ Finance Sub LLC, a Delaware limited liability company ("Finance Sub").

SECOND: The surviving party is Product Quest Manufacturing, LLC, a Florida limited liability company ("PQM").

THIRD: The Merger was approved by: (i) PQM in accordance with the Act; (ii) Finance Sub in accordance with the applicable provisions of the Delaware Limited Liability Company Act; and (iii) the sole member of PQM and the sole member of Finance Sub.

FOURTH: PQM exists before the merger and is a domestic filing entity, the amendment to its public organic record is attached as Exhibit A.

FIFTH: PQM agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: The Merger shall become effective upon filing of these Articles of Merger with the Secretary of State of Florida (the "Effective Time"). At the Effective Time, Finance Sub shall be merged with and into PQM, with PQM being the surviving company of the Merger, and the separate existence of Finance Sub shall thereupon cease.

[Signature Page Follows]

IN WITNESS WHEREOF, each of Finance Sub and PQM have caused these Articles of Merger to be signed in their respective company names and on their behalf by an authorized officer, as of the date first written above.

PQ Finance Sub LLC, a Delaware limited liability company

By: PQ Acquisition Corporation, its sole member

By: 

Name: Nirav Shah

Title: Authorized Officer

Product Quest Manufacturing, LLC, a Florida limited liability company

By: 

Name: Nirav Shah

Title: Authorized Officer

Exhibit A

(See attached.)

EXECUTION VERSION

**Amended and Restated
Articles of Organization
of
Product Quest Manufacturing, LLC
(*a Florida limited liability company*)**

**Article I.
Name**

The name of the Limited Liability Company is “**Product Quest Manufacturing, LLC**” (the “**Company**”). The Electronic Articles of Organization for the Company were filed with the Florida Secretary of State on March 28, 2007 (the “**Original Articles**”).

**Article II.
Principal Office**

The mailing address and street address of the principal office of the Company is: 330 Carswell Avenue, Holly Hill, Florida 32117.

**Article III.
Purpose**

The purpose for which this Company is organized is: Any and all lawful business.

**Article IV.
Registered Agent**

The name and Florida street address of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

Article V.

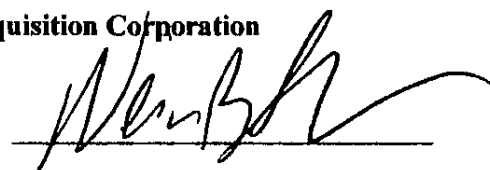
The effective date for this Limited Liability Company shall be: 3/27/2007.

IN WITNESS WHEREOF, the undersigned sole member of Product Quest Manufacturing, LLC has executed this Amended and Restated Articles of Organization on September 9, 2015.

**Sole Member of Product Quest
Manufacturing, LLC:**

PQ Acquisition Corporation

By: _____
Name: _____
Title _____



Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, CT Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. CT Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and CT Corporation System is familiar with and accepts the obligations of its position as registered agent.

CT Corporation System

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned sole member of Product Quest Manufacturing, LLC has executed this Amended and Restated Articles of Organization on September 9, 2015.

**Sole Member of Product Quest
Manufacturing, LLC:**

PQ Acquisition Corporation

By: _____
Name: _____
Title: _____

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, CT Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. CT Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and CT Corporation System is familiar with and accepts the obligations of its position as registered agent.

CT Corporation System

By: _____
Name: _____
Title: _____

Angel Nunez
Assistant Secretary