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Division of Corporations
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Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CHEMICAL PACKAGING COMPANY, LLC

Certificate of Status	0
Certified Copy	1
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EXAMINER

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CERTIFICATE OF MERGER

of

CHEMICAL PACKAGING CORPORATION

with and into

CHEMICAL PACKAGING COMPANY, LLC

Pursuant to Sections 607.1101-1106 of the Florida Business Corporation Act (the "Florida Act") of the State of Florida, and pursuant to Sections 608.438-4383 of the Florida Limited Liability Company Act (the "Florida LLC Act") of the State of Florida, Chemical Packaging Corporation, a Florida corporation, and Chemical Packaging Company, LLC, a Florida limited liability company.

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation/organization of the constituent corporation and limited liability company to the merger are as follows:

<u>Name</u>	<u>State of Formation</u>	<u>FL ID No.</u>
Chemical Packaging Corporation	Florida	247795
Chemical Packaging Company, LLC	Florida	L08000018505

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SECOND: The name of the Surviving limited liability company of the merger of Chemical Packaging Corporation ("Merging Corporation") with and into Chemical Packaging Company, LLC (the "Merger") is Chemical Packaging Company, LLC (the "Surviving LLC").

THIRD: An Agreement and Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) Merging Corporation in accordance with Section 607.1103 of the Florida Act, and (ii) the Surviving LLC in accordance with Section 608.4381 of the Florida LLC Act. The Plan provides for the merger of Merging Corporation into the Surviving LLC, with the Surviving LLC being the surviving entity in the Merger.

FOURTH: The Plan was (i) recommended by the Board of Directors of Merging Corporation and, pursuant to Section 607.0704 of the Florida Business Corporation Act, was unanimously approved and adopted by written consent of all of the Shareholders of Merging Corporation on June 29, 2009, and (ii) recommended by the Board of Managers of the Surviving LLC and, pursuant to Section 608.4281(8) of the Florida LLC Act, was unanimously approved and adopted by written consent of the Members of the Surviving LLC on June 29, 2009.

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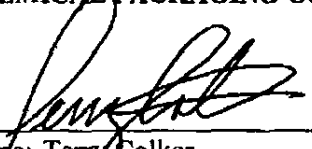
FIFTH: That the articles of organization of the surviving limited liability company shall be the articles of organization of the Surviving LLC.

SIXTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Department of State of the State of Florida.


This Certificate of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: June 29, 2009

CHEMICAL PACKAGING CORPORATION

By: 
Name: Terry Colker
Title: President

CHEMICAL PACKAGING COMPANY, LLC

By: 
Name: Terry Colker
Title: President

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PLAN OF MERGER
of
CHEMICAL PACKAGING CORPORATION
with and into
CHEMICAL PACKAGING COMPANY, LLC

THE PLAN OF MERGER approved on June 29, 2009 by Chemical Packaging Corporation ("Merging Corporation"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date, and approved on June 29, 2009 by Chemical Packaging Company, LLC, a business corporation incorporated under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date. The names of the limited liability company and corporation planning to merge are Chemical Packaging Company, LLC, a limited liability company organized under the laws of the State of Florida ("CPC LLC"), and Chemical Packaging Corporation, a corporation incorporated under the laws of the State of Florida. The name of the surviving limited liability company into which Merging Corporation plans to merge is Chemical Packaging Company, LLC. The merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Florida Act"), and Section 608.4383 of the Florida Limited Liability Company Act (the "Florida LLC Act").

1. Merging Corporation shall, pursuant to the provisions of the Florida Act, be merged with and into CPC LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving LLC," and which shall continue to exist as said Surviving LLC under the name of "Chemical Packaging Company, LLC" pursuant to the provisions of the Florida Act. The separate existence of Merging Corporation, which is sometimes hereinafter referred to as the "Non-Surviving Corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida Act.

2. The Articles of Organization of the surviving limited liability company upon the effective date of the merger shall be the Articles of Organization of the Surviving LLC, and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida LLC Act.

3. The operating agreement of the surviving limited liability company shall be the present operating agreement of the Surviving LLC and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida LLC Act.

4. Each share of common stock of the Non-Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall be converted into and become one thousand (1,000) fully paid and nonassessable membership unit(s) of the Surviving LLC.

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5. The Plan of Merger herein made and approved shall be submitted to the Shareholders of the Non-Surviving Corporation and to the Members of the Surviving LLC for their approval or rejection in the manner prescribed by the provisions of the Florida Act, and the Florida LLC Act.

6. In the event that the Plan of Merger shall have been approved by the Members entitled to vote of the Surviving LLC and by the Shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Florida Act and the Florida LLC Act, the Non-Surviving Corporation and the Surviving LLC hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The board of managers and the proper officers of the Surviving LLC, the board of directors and the proper officers of the Non-Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the merger herein provided for.

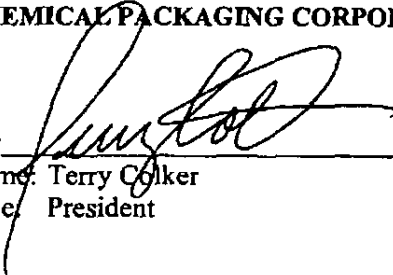
8. This Plan of Merger may be executed in counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

[signatures to follow]

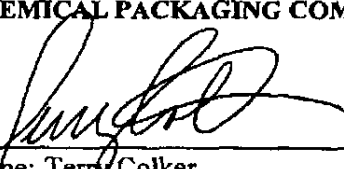
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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

CHEMICAL PACKAGING CORPORATION

By: 
Name: Terry Colker
Title: President

CHEMICAL PACKAGING COMPANY, LLC

By: 
Name: Terry Colker
Title: President