

L37965

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

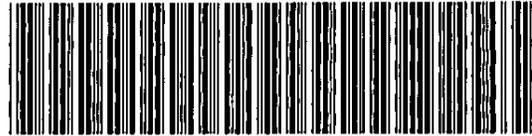
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS AND BUSINESSES
STATE OF FLORIDA
2014 APR 25 11:19:23
SECTION OF FILING

14 APR 25 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS

APR 28 2014

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 108449 4805310

AUTHORIZATION

COST LIMIT : \$113.75

Spudde man

ORDER DATE : April 25, 2014

ORDER TIME : 3:24 PM

ORDER NO. : 108449-005

CUSTOMER NO: 4805310

ARTICLES OF MERGER

FIVE TWO ONE, INC.
AMERICAN PRODUCTS
INTERNATIONAL, INC.

INTO

CPS PRODUCTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
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)
CPS Products, Inc.	Florida	L37965

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Five Two One, Inc.	Florida	PO2 000060706
American Products International, Inc.	Florida	521709
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 25, 2014 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 25, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

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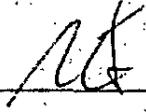
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

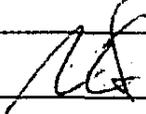
Typed or Printed Name of Individual & Title

CPS Products, Inc.



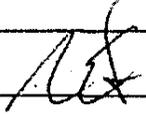
Michael P. Santoni, VP Finance

Five Two One, Inc.



Michael P. Santoni, VP Finance

American Products International, Inc.



Michael P. Santoni, VP Finance

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:

N/A

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.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

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ATTACHMENT

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER adopted by the CPS Products, Inc., a Florida corporation ("CPS"), by resolution of its board of directors on April 25, 2014, and adopted by Five Two One, Inc., a Florida corporation, ("Five Two One") and American Products, Inc., a Florida corporation ("API," and together with Five Two One, the Non-Surviving Corporations), by resolutions of their respective boards of directors on April 25, 2014. The name of the surviving corporation into which the Non-Surviving Corporations plan to merge is CPS Products, Inc.

1. Pursuant to the provisions of the laws of Florida Business Corporation Act (the "Act"), the Non-Surviving Corporations shall be merged with and into CPS, which shall be the surviving corporation, at the effective time and date of the merger. CPS, which is sometimes hereinafter referred to as the "Surviving Corporation," shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Act. The separate existence of the Non-Surviving Corporations shall cease at the effective time and date of the merger in accordance with the Act.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall continue to be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.

3. As of the effective time and date of the merger, the Bylaws of the Surviving Corporation will continue to be the Bylaws of the Surviving Corporations and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

4. Upon the effective time and date of the merger, the officers and directors of the Surviving Corporation shall continue to be the officers and directors of the Surviving Corporation, all of whom shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporations shall, at the effective time and date of the merger, be cancelled without any consideration being issued or paid therefor. At the effective time and date of the merger, all of the treasury stock of the Non-Surviving Corporations shall be cancelled.

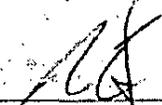
6. In the event that the merger of the Non-Surviving Corporations with and into the Surviving Corporation shall have been duly authorized in compliance with the Act, the Non-Surviving Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Act and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The effective time and date of the merger shall be the date and time the Certificate of Merger is filed with the office of the Secretary of State of Florida.

8. The board of directors and the officers of the Surviving Corporation 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, on behalf of the Surviving Corporation or the Non-Surviving Corporations, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

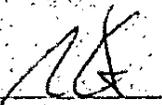
IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

FIVE TWO ONE, INC.

By: 

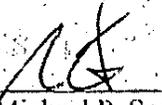
Name: Michael P. Santoni
Title: Vice President Finance

AMERICAN PRODUCTS INTERNATIONAL,
INC.

By: 

Name: Michael P. Santoni
Title: Vice President Finance

CPS PRODUCTS, INC.

By: 

Name: Michael P. Santoni
Title: Vice President Finance

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