

L37965

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14 APR 29 PM 11:47

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APR 30 2015
T. LEMIEUX



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 111110 4805310

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : April 29, 2014

ORDER TIME : 10:32 AM

ORDER NO. : 111110-005

CUSTOMER NO: 4805310

DOMESTIC AMENDMENT FILING

NAME: CPS PRODUCTS, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF AMENDMENT

___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

XX___ PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

ARTICLES OF CORRECTION

For

CPS Products, Inc.

Name of Corporation as currently filed with the Florida Dept. of State

L37965

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct Agreement and Plan of Merger
(Document Type Being Corrected)

filed with the Department of State on April 25, 2014
(File Date of Document)


Specify the inaccuracy, incorrect statement, or defect:

In Paragraph One, Line 3 of the Agreement and Plan of Merger (attachment to the Articles of Merger), the word "International" has been omitted from the

entity name "American Products, Inc."

Correct the inaccuracy, incorrect statement, or defect:

The Entity name should read "American Products International, Inc." A replacement Agreement and Plan of Merger is attached.


(Signature of a director, president or other officer - if director's or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michael P. Santoni

(Typed or printed name of person signing)

VP Finance

(Title of person signing)

Filing Fee: \$35.00

FILED
SECRETARY OF STATE
14 APR 29 PM 11:47

AGREEMENT AND PLAN OF MERGER

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 International, 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.

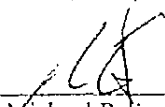
6. In the event that the merger of the Non-Surviving Corporations with and into the Surviving Corporation shall have been duly authorized in compliance with the Act, the Non-Surviving Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded 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

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CPS Products, Inc.

Name of Corporation

DOCUMENT NUMBER: L37965

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Saminaz Akhter, Esq.

Name of Contact Person

Dickstein Shapiro LLP

Firm/Company

1825 Eye Street, NW

Address

Washington, DC 20006-5403

City/State and Zip Code

aalthoff@harbourgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Saminaz Akhter, Esq. at (202) 420-2730

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301