

LE51433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

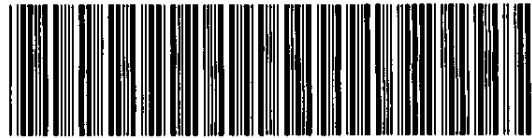
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600253654996

RECEIVED
DEPARTMENT OF STATE
13 DEC 11 PM 4:21

merger
DEC 12 2013
R. WHITE

FILED
13 DEC 11 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 918492 5060809

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 2013

ORDER TIME : 3:39 PM

ORDER NO. : 918492-015

CUSTOMER NO: 5060809

ARTICLES OF MERGER

NUCO2 FLORIDA INC.

INTO

NUCO2 INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
13 DEC 11 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

NuCO2 Inc.
Delaware

Second: The name and jurisdiction of each merging corporation:

NuCO2 Florida Inc.
Florida **L51433**

Third: The Plan of Merger is attached.

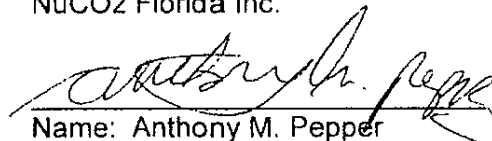
Fourth: The merger shall become effective at 11:58 p.m., Eastern Standard Time, on December 31, 2013.

Fifth: The Plan of Merger was not required to be adopted by the shareholders of the surviving corporation.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on November 22, 2013.

Seventh: Signature of merging corporation.

NuCO2 Florida Inc.



Name: Anthony M. Pepper
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER
OF
NUCO2 FLORIDA INC.
(a Florida corporation)

WITH AND INTO

NUCO2 INC.
(a Delaware corporation)

Agreement and Plan of Merger dated as of November 22, 2013, by and between NuCO2 Florida Inc. a Florida corporation ("NuCo2 Florida"), and NuCO2 Inc., a Delaware corporation ("NUCO2").

WHEREAS, NUCO2 FLORIDA and NUCO2 are corporations duly organized and existing under the laws of the states of Florida and Delaware, respectively; and

WHEREAS, the respective Boards of Directors of NUCO2 FLORIDA and NUCO2 have determined that it is advisable that NUCO2 FLORIDA be merged into NUCO2 as provided for herein;

WHEREAS, NUCO2 is the sole shareholder of NUCO2 FLORIDA and has authorized and approved that NUCO2 FLORIDA be merged into NUCO2 as provided herein;

LS1433 merging;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties agree that NUCO2 FLORIDA shall be merged with and into NUCO2, on the following terms and conditions and in accordance with the following Plan of Merger:

PLAN OF MERGER

ARTICLE I
PARTIES AND EFFECTIVE DATE AND PURPOSE

A. Parties. Upon the Effective Date, as hereinafter defined, NUCO2 FLORIDA, a Florida corporation, shall be merged with and into NUCO2, a Delaware corporation, in accordance with the applicable statutes of the State of Florida and the State of Delaware and upon the terms and provisions of this Agreement and Plan of Merger. NUCO2 FLORIDA and NUCO2 shall sometimes be referred to herein as the "Constituent Corporations." NUCO2 shall be the surviving corporation and shall sometimes be referred to herein as the "Surviving Corporation." Upon the Effective Date, the Surviving Corporation's name shall continue to be NuCO2 Inc.

B. Effective Date. The Constituent Corporations shall cause to be executed and filed in the office of the Secretary of State of the State of Delaware a Certificate of Ownership and Merger pursuant to Sections 251 through 266 of the Delaware General Corporation Law and in the office of the Secretary of the State of the State of Florida an Articles of Merger pursuant to Section 607.1101 through 607.1109 of the Florida Business Corporation Act. The Effective Date of the statutory merger described herein shall be 11:58 p.m., Eastern Standard Time, December 31, 2013. The Constituent Corporations shall do all such acts and things as shall be necessary and desirable in order to effectuate the merger.

ARTICLE II CERTIFICATION OF INCORPORATION, BYLAWS, OFFICERS AND DIRECTORS

A. Certificate of Incorporation. The Certificate of Incorporation of NUCO2 in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation until such time as it may be further altered or amended in accordance with the Delaware General Corporation Law.

B. Bylaws. The Bylaws of NUCO2 in effect immediately prior to the Effective Date shall continue to be the Bylaws of the Surviving Corporation until such time as they may be altered, amended or repealed in accordance with the Delaware General Corporation Law, the Certificate of Incorporation, the Bylaws and other applicable law.

C. Officers and Directors. The officers and directors of NUCO2 in office immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation until such time as they may be changed in accordance with the Bylaws and other applicable law.

ARTICLE III CANCELLATION OF MEMBERSHIP

A. Upon the merger becoming effective, the authorized capital stock of NUCO2 FLORIDA shall cease to exist, and each share of NUCO2 FLORIDA Common Stock outstanding on the Effective Date shall forthwith cease to exist and be canceled. All shareholders of NUCO2 FLORIDA holding certificates representing shares of NUCO2 FLORIDA common stock issued and outstanding on the Effective Date shall be marked "canceled" and returned to the NUCO2 FLORIDA stock book. All shares of NUCO2 FLORIDA common stock which are authorized but unissued immediately prior to the Effective Date shall forthwith cease to exist.

B. No shares or other securities of the Surviving Corporation, no shares or securities of any other corporation, no cash, and no other property of any nature will be issued or exchanged as a result of the merger

ARTICLE IV
EFFECT OF MERGER

The effect of the merger shall be as provided in the applicable laws of the states of Delaware and Florida.

ARTICLE V
SHAREHOLDER APPROVAL

Shareholder approval by the Surviving Corporation is not required for the purpose of considering and taking action upon this Agreement and Plan of Merger and all transactions contemplated hereby pursuant to the applicable laws of the states of Delaware and Florida.

ARTICLE VI
ABANDONMENT

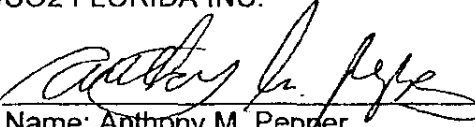
Provided that neither of the Articles of Merger nor Certificate of Ownership and Merger referred to in Article I, Section B, hereof have yet been filed, this Agreement and Plan of Merger may be terminated and abandoned at any time by the action of the Board of Directors of either of the Constituent Corporations without shareholder action by either of the Constituent Corporations. In the event of termination and abandonment as so provided, written notice shall forthwith be given to each of the Constituent Corporations and placed in the records of the meetings of the board of directors of each Constituent Corporation.

ARTICLE VII
FEES AND FRANCHISE TAXES

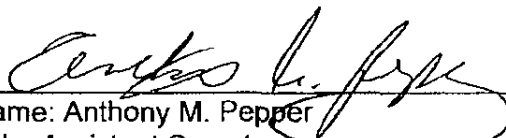
The Surviving Corporation will be responsible for the payment of all fees and franchise taxes due on behalf of NUCO2 FLORIDA.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers on the date first set forth above.

NUCO2 FLORIDA INC.

By: 
Name: Anthony M. Pepper
Title: Assistant Secretary

NUCO2 INC.

By: 
Name: Anthony M. Pepper
Title: Assistant Secretary