

AUG. 16, 2002 2:41PM
Division of Corporations

ROGERS TOWERS

NO. 0366 P. 1 of 2

L66386

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GATE PALLET SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Handwritten signature and date 8-17, with a circled number 9 below.

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

GATE PALLET SYSTEMS - PACIFIC, INC., a Florida corporation, document
number P93000085321

INTO

GATE PALLET SYSTEMS, INC., a Florida entity, L66386.

File date: August 16, 2002

Corporate Specialist: Karen Gibson

AUG. 16, 2002 2:41PM

ROGERS TOWERS

NO. 0366 P. 2

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
GATE PALLET SYSTEMS - PACIFIC, INC.
INTO
GATE PALLET SYSTEMS, INC.**

Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **GATE PALLET SYSTEMS - PACIFIC, INC.**, a Florida corporation, into **GATE PALLET SYSTEMS, INC.**, a Florida corporation.

I. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **GATE PALLET SYSTEMS - PACIFIC, INC.** into **GATE PALLET SYSTEMS, INC.** **GATE PALLET SYSTEMS, INC.** shall be the surviving corporation.

1. The effective date of this merger shall be the date upon which these Articles of Merger are filed with the Florida Secretary of State.

2. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by Section 607.1104, Florida Statutes, by the Boards of Directors of **GATE PALLET SYSTEMS - PACIFIC, INC.** and **GATE PALLET SYSTEMS, INC.**, respectively, by resolutions dated June 24, 2002 and by **GATE PETROLEUM COMPANY**, a Florida corporation, the sole shareholder of **GATE PALLET SYSTEMS - PACIFIC, INC.** and **GATE PALLET SYSTEMS, INC.**, respectively, by resolutions dated June 24, 2002.

3. Pursuant to Section 607.1104(3), Florida Statutes, **GATE PETROLEUM COMPANY**, the sole shareholder of **GATE PALLET SYSTEMS - PACIFIC, INC.** and **GATE PALLET SYSTEMS, INC.**, respectively, has waived the mailing and thirty-day waiting

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AUG. 16, 2002 2:42PM

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NO. 0366 P. 3

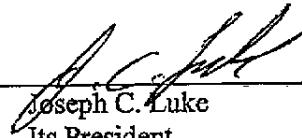
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period after mailing of a copy of the Plan of Merger and has requested that the Articles of Merger be delivered immediately to the Florida Department of State for filing.

IN WITNESS WHEREOF, **GATE PALLET SYSTEMS, INC.** and **GATE PALLET SYSTEMS - PACIFIC, INC.** have caused these Articles of Merger to be signed in their corporate names as of the 24th day of June, 2002.

GATE PALLET SYSTEMS, INC.

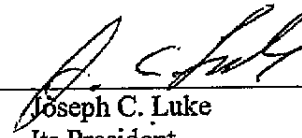
By: _____


Joseph C. Luke

Its President

GATE PALLET SYSTEMS - PACIFIC, INC.

By: _____


Joseph C. Luke

Its President

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PLAN OF MERGER

This Plan of Merger is a Plan of Reorganization dated as of the 24th day of June, 2002, pursuant to Section 607.1104, Florida Statutes, for the merger of **GATE PALLET SYTEMS - PACIFIC, INC.**, a Florida corporation, into **GATE PALLET SYTEMS, INC.**, a Florida corporation. **GATE PALLET SYTEMS, INC.** is to be the surviving corporation.

BACKGROUND

(1) **GATE PALLET SYTEMS - PACIFIC, INC.** is a Florida corporation. **GATE PALLET SYTEMS - PACIFIC, INC.** has issued and outstanding 1,000 shares of common stock with a par value of \$1.00 per share, all of which common stock is owned by **GATE PETROLEUM COMPANY**, a Florida corporation.

(2) **GATE PALLET SYTEMS, INC.** is a Florida corporation. **GATE PALLET SYTEMS, INC.** has issued and outstanding 1,000 shares of common stock with a par value of \$1.00 per share, all of which common stock is owned by **GATE PETROLEUM COMPANY**.

(3) Economies of operation and savings in administrative expenses can be achieved by merging **GATE PALLET SYTEMS - PACIFIC, INC.** and **GATE PALLET SYTEMS, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **GATE PALLET SYTEMS - PACIFIC, INC.** shall be merged into **GATE PALLET SYTEMS, INC.** (the "Merger") and the separate corporate existence of **GATE PALLET SYTEMS - PACIFIC, INC.** shall cease and **GATE PALLET SYTEMS, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**GATE PALLET SYTEMS -**

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PACIFIC, INC. and **GATE PALLET SYTEMS, INC.** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **GATE PALLET SYTEMS, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of **GATE PALLET SYTEMS, INC.** in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of stock of **GATE PALLET SYTEMS - PACIFIC, INC.** shall be cancelled without payment of any consideration and without any conversion.

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6. The shareholders of **GATE PALLET SYTEMS - PACIFIC, INC.** and **GATE PALLET SYTEMS, INC.** who dissent from the merger thereof into **GATE PALLET SYTEMS, INC.** pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding the rights of dissenting shareholders, to be paid the fair value of their shares. **GATE PETROLEUM COMPANY**, as the sole shareholder of **GATE PALLET SYTEMS - PACIFIC, INC.** and **GATE PALLET SYTEMS, INC.**, respectively, hereby expressly waives any such rights.

7. This Plan of Merger may be abandoned without approval of the shareholders of **GATE PALLET SYTEMS, INC.** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **GATE PETROLEUM COMPANY** followed by written notice to the respective presidents of the corporations party to the Merger.

AUG. 16. 2002 2:43PM

ROGERS TOWERS

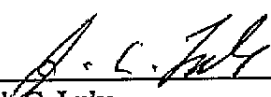
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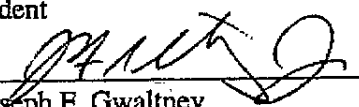
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CERTIFICATION

GATE PALLET SYTEMS - PACIFIC, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE PALLET SYTEMS - PACIFIC, INC.** on the 24th day of June, 2002.

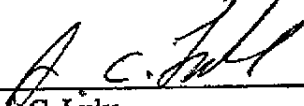
GATE PALLET SYTEMS - PACIFIC, INC.

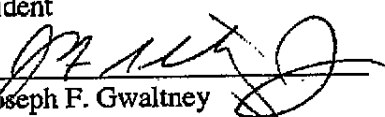
By: 
Joseph C. Luke
Its President

ATTEST: 
Joseph F. Gwaltney
Its Assistant Secretary

GATE PALLET SYTEMS, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **GATE PALLET SYTEMS, INC.** on the 24th day of June, 2002..

GATE PALLET SYTEMS, INC.

By: 
Joseph C. Luke
Its President

ATTEST: 
Joseph F. Gwaltney
Its Assistant Secretary

AUG. 16, 2002 2:43PM

ROGERS TOWERS

NO. 0366 P. 8

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GATE PETROLEUM COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by **GATE PETROLEUM COMPANY**, the sole shareholder of **GATE PALLET SYTEMS - PACIFIC, INC.** and **GATE PALLET SYTEMS, INC.** on the 24th day of June, 2002.

GATE PETROLEUM COMPANY

By: _____

Joseph C. Luke
Its Vice President

ATTEST: _____

Joseph F. Gwaltney
Its Assistant Secretary