

L81520

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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(Business Entity Name)

(Document Number)

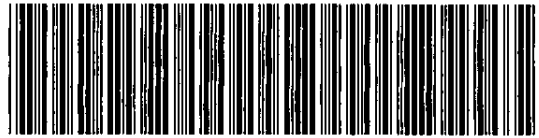
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12/30/08--01010--008 **43.75

12/30/08--01010--008 **35.00

EFFECTIVE DATE

12-31-08

FILED
2008 DEC 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

L17-09

Brooks C. Miller P.A.

Attorneys With a Global Perspective™
1690 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

Brooks C. Miller
Email: bmiller@brooksmiller.com

Telephone: 305.372.0900
Facsimile: 305.372.0660

December 23, 2008

By FedEx

Department of State
Division of Corporations
Certification Division
2661 Executive Center Circle
Tallahassee, FL 32301

Re: IC Industries, Inc.
Document Number: L81520
Miami Corrugated Container Corp.
Document Number: M76191

Dear Sir or Madam:

In accordance with the instructions for filing Articles of Merger from your office, enclosed please the following:

1. The original Articles of Merger to be filed by the Department of State.
2. IC Industries, Inc.'s check number 020854 in the amount of \$35.00, made payable to the Department of State, to be used as partial payment for the filing fee of the enclosed Articles of Merger.
3. Our check number 005560 in the amount of \$43.75, made payable to the Department of State, to be used as the remaining payment for the filing fee and certified copy of the enclosed Articles of Merger.
4. A self addressed stamped envelope to be used for your convenience in forwarding our request for a certified copy.

If you have any questions, please do not hesitate to contact us. Thank you for your kind attention to this matter.

Very truly yours,

Brooks C. Miller P.A.

Jereme Soto
Legal Assistant

Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IC Industries, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing

Please return all correspondence concerning this matter to following:

Brooks C. Miller, Esq.

(Contact Person)

Brooks C. Miller, P.A.

(Firm/Company)

200 S. Biscayne Blvd., Suite 1690

(Address)

Miami, Florida 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Brooks C. Miller, Esq.

(Name of Contact Person)

At (305) 372-0900

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8 75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Profit Corporations)

FILED
2008 DEC 30 PM 2:11
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IC Industries, Inc.	Florida corporation	L81520

EFFECTIVE DATE
12-31-08

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Miami Corrugated Container Corp.	Florida corporation	M76191
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 31 / 2008 (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 12/29/2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on
N/A and shareholder approval was not required.

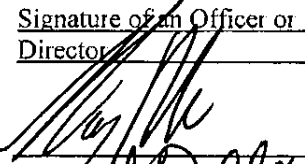
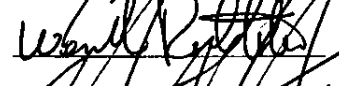
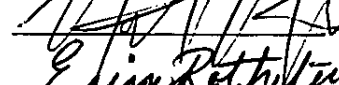
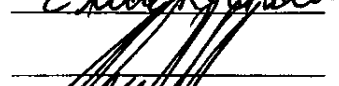


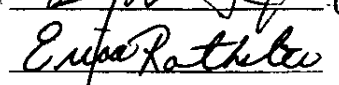
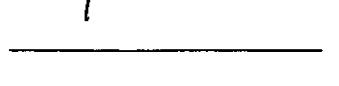
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/29/2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
IC Industries, Inc.		Harvey Rothstein - President
		Wendy Rothstein - Vice President
		Matthew Rothstein - Vice President
		Erica Rothstein - Vice President
Miami Corrugated Container Corp		Harvey Rothstein - President
		Wendy Rothstein - Vice President
		Matthew Rothstein - Vice President
		Erica Rothstein - Vice President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Fla. Stats., and in accordance with the laws of any other applicable jurisdiction of incorporation

FIRST: The name and jurisdiction of the surviving corporation is IC INDUSTRIES, INC., a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is MIAMI CORRUGATED CONTAINER CORP., a Florida corporation (the "Merging Corporation")

THIRD: The terms and conditions of the merger are as follows:

(a) Articles of Merger shall be filed with the State of Florida, effective December 31, 2008;

(b) A Certificate of Merger shall be filed with the State of Florida, effective December 31, 2008.

(c) The Articles of Incorporation of the Surviving Corporation shall not be amended due to the merger;

(d) The corporate governance of the Surviving Corporation shall not change as a result of the merger, therefore no new or additional officers or directors shall be elected or appointed as a part of the plan of merger and the bylaws of the Surviving Corporation shall not be amended, repealed, or replaced as part of the plan of merger.

FOURTH: The manner and basis of converting the shares of each corporation into shares obligations, or other property of the surviving corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of common stock of the Merging Corporation shall be properly endorsed by the holders thereof (the "Holders") to the Surviving Corporation and thereafter canceled and retired by the Surviving Corporation. Thereafter, the Surviving Corporation shall issue shares of common stock ("Common Stock") of the Surviving Corporation in the name of the respective Holders of 1:1. The Surviving Corporation shall issue said Common Stock to the respective Holders upon delivery by the Holders of their properly endorsed stock certificates to the Surviving Corporation. The Holders shall not be entitled to any further rights, shares or securities due to the merger.

MINUTES OF SHAREHOLDER'S MEETING FOR IC INDUSTRIES, INC.

A meeting of the Shareholder of IC Industries, Inc. (the "Corporation") consisting of Harvey Rothstein (the "Shareholder"), was held on December 21, 2008, at the offices of the Corporation. The Shareholder agrees to a Waiver of Notice of the time and place of holding the present meeting.

On motion duly made and carried, a Chairman and Secretary of the meeting were elected, the same being Harvey Rothstein. The Chairman and Secretary accepted his office and proceeded with the discharge of his duties for the meeting. The Chairman then called the roll and found that the shareholder of the Corporation was present.

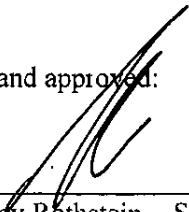
Upon motion duly made and carried, it was RESOLVED to accept the proposed Articles of Merger as filed.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.



Harvey Rothstein
Acting Secretary

The foregoing minutes are hereby ratified and approved:



Harvey Rothstein - Shareholder

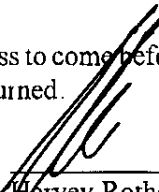
**MINUTES OF SHAREHOLDER'S MEETING FOR
MIAMI CORRUGATED CONTAINER CORP.**

A meeting of the Shareholder of Miami Corrugated Container Corp., (the "Corporation") consisting of Harvey Rothstein (the "Shareholder"), was held on December 24, 2008, at the offices of the Corporation. The Shareholder agrees to a Waiver of Notice of the time and place of holding the present meeting.

On motion duly made and carried, a Chairman and Secretary of the meeting were elected, the same being Harvey Rothstein. The Chairman and Secretary accepted his office and proceeded with the discharge of his duties for the meeting. The Chairman then called the roll and found that the shareholder of the Corporation was present.

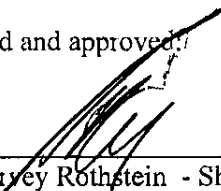
Upon motion duly made and carried, it was RESOLVED to accept the proposed Articles of Merger as filed.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.



Harvey Rothstein
Acting Secretary

The foregoing minutes are hereby ratified and approved.



Harvey Rothstein - Shareholder