

02/24/2006 FRI 10:15 FAX 239 344 1200 Henderson Franklin et al

001/005

Division of Corporations

Page 1 of 1

L99000009821 FILED

Florida Department of State
Division of Corporations
Public Access System

2006 FEB 24 A 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000050325 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239) 344-1100
Fax Number : (239) 344-1200

MERGER OR SHARE EXCHANGE

ENTEC POLYMERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

\$60.00

RECEIVED
06 FEB 24 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

PLEASE NOTE MERGER EFFECTIVE DATE.

FAX AUDIT NO.: H06000050325 3

FILED

2006 FEB 24 A 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WEST COAST POLYMERS, LLC	California	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ENTEC POLYMERS, LLC	Florida	limited liability company

THIRD: The attached Agreement and Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by each foreign limited liability company that is a party to the merger in accordance with the applicable laws of the state of California under which the limited liability company was organized.

FIFTH: The effective date of the merger shall be as of the close of business on the 28th day of February, 2006.

WEST COAST POLYMERS, LLC,
a California limited liability company

By: 
David Goldstein
Authorized Representative

ENTEC POLYMERS, LLC,
a Florida limited liability company

By: DJD Polymers, Inc., Member

By: 
David J. Der Hagopian, President

FAX AUDIT NO.: H06000050325 3

FAX AUDIT NO.: H06000050325 3

FILED

2006 FEB 24 A 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**AGREEMENT AND PLAN OF MERGER****FIRST:** The exact name, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
WEST COAST POLYMERS, LLC	limited liability company	California

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
ENTEC POLYMERS, LLC	limited liability company	Florida

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

1. **Merger.** In accordance with the provisions of the Beverly-Killea Limited Liability Company Act of California and the Florida Limited Liability Company Act, West Coast Polymers, LLC ("West Coast"), shall merge with and into Entec Polymers, LLC (the "Company") (the "Merger"), the separate existence of West Coast shall cease, and the Company shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the close of business on the 28th day of February, 2006 (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Beverly-Killea Limited Liability Company Act of California and the Florida Limited Liability Company Act.

4. **Surviving Members.** The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

5. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Operating Agreement of the Surviving Entity. The officers of the Surviving Entity are:

President:	DAVID J. DER HAGOPIAN
Vice President:	W. JOHN CHUPLIS
Vice President:	MICHAEL CLIFTON
Vice President:	JAMES P. ASHTON
Secretary:	W. JOHN CHUPLIS
Assistant Secretary/Treasurer:	JAMES P. ASHTON

FAX AUDIT NO.: H06000050325 3

FAX AUDIT NO.: H06000050325 3

FILED

2006 FEB 24 A 9:01

FOURTH:

A. The manner and basis of converting the membership units of the merging party into membership units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, there are one thousand (1,000) membership units of the merging party outstanding, all of which are owned by Entec Polymers, LLC, the Surviving Entity. Upon the Effective Date, each membership unit of the merging party then outstanding shall be cancelled. Each membership unit of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership unit of the Surviving Entity following the Merger.

B. The manner and basis of converting rights to acquire the interest, membership units, obligations or other securities of the merging party into rights to acquire the interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, membership units, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, membership units, obligations or other securities of the merging party into rights to acquire interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

FIFTH: Pursuant to California Corporations Code sections 17555(g)(1), (2) and (3), the Surviving Entity makes the following statements:

(1) That the Surviving Entity hereby agrees it may be served in the state of California in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting units in a constituent domestic limited liability company or domestic other business entity;

(2) That the Surviving Entity hereby irrevocably appoints the Secretary of State of California as its agent for service of process, and all process may be forwarded to the Surviving Entity at: 1900 Summit Tower Boulevard, Suite 900, Orlando, Florida 32819; and

(3) That the Surviving Entity hereby agrees that it will promptly pay the holder of any dissenting interest or dissenting unit in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law.

**THE BALANCE OF THIS PAGE IS INTENTIONALLY LEFT BLANK.
THE NEXT PAGE IS THE SIGNATURE PAGE.**

FAX AUDIT NO.: H06000050325 3

02/24/2006 FRI 10:17 FAX 239 344 1200 Henderson Franklin et al

005/005

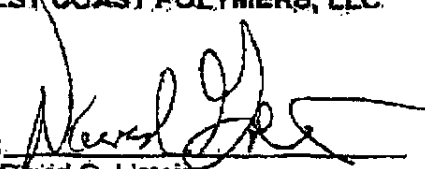
FAX AUDIT NO.: H06000050325 3

FILED

IN WITNESS WHEREOF, the undersigned have executed this Agreement and
Plan of Merger as of January 15, 2006.

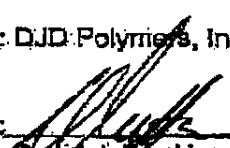
WEST COAST POLYMERS, LLC

ENTEC POLYMERS, LLC

By: 

David Goldstein
Authorized Representative

By: DJD Polymers, Inc., Member

By: 

David J. Der Hagopian, President

2006 FEB 23 A 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H06000050325 3