

Division of Corporations

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

ENTECH POLYMERS, LLC

|                       |          |
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**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>   |
|-------------------------|---------------------|---------------------------|
| NORTH AMERICA GROUP LLC | Delaware            | 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 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.

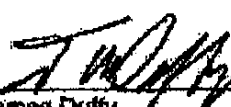
**FOURTH:** The attached Plan of Merger was approved by each foreign limited liability company that is a party to the merger in accordance with the applicable laws of the state of Delaware.

**FIFTH:** The effective date of the merger is December 31, 2007.

**NORTH AMERICA GROUP LLC**  
a Delaware limited liability company

By:   
James Duffy  
Authorized Representative

**ENTEC POLYMERS, LLC**  
a Florida limited liability company

By:   
James Duffy  
Authorized Representative

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### PLAN OF MERGER

**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>   |
|-------------------------|---------------------|---------------------------|
| NORTH AMERICA GROUP LLC | Delaware            | 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 terms and conditions of the merger are as follows:

- 1. Merger.** In accordance with the provisions of the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act, North America Group LLC ("NAG"), shall merge with and into Entec Polymers, LLC (the "Company") (the "Merger"), the separate existence of NAG shall cease, and the Company shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").
- 2. Effective Date.** This Merger shall become effective as of the 31<sup>st</sup> day of December, 2007 (the "Effective Date").
- 3. Effect of Merger.** The Merger shall have the effect set forth in 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:

|                                |                       |
|--------------------------------|-----------------------|
| Chief Executive Officer:       | DAVID J. DER HAGOPIAN |
| President:                     | JAMES DUFFY           |
| Vice President:                | W. JOHN CHUPLIS       |
| Vice President:                | MICHAEL CLIFTON       |
| Vice President:                | JAMES P. ASHTON       |
| Secretary:                     | W. JOHN CHUPLIS       |
| Assistant Secretary/Treasurer: | JAMES P. ASHTON       |

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**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 is one hundred percent (100%) of the membership interest of the merging party outstanding, all of which are owned by the Company, the Surviving Entity. Upon the Effective Date, each membership interest of the merging party then outstanding shall be cancelled. Each membership interest of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership interest 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.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 5th day of December, 2007.

NORTH AMERICA GROUP LLC

By: 

James Duffy  
Authorized Representative

ENTEC POLYMERS, LLC

By: 

James Duffy  
Authorized Representative

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