

Document Number Only

M87577

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002435139--8
02/19/98 01049-015
*****87.50 *****87.50

900002435139--8
02/19/98 01049-016
*****35.00 *****35.00

EFFECTIVE DATE
2/23/98

STS (America), Inc.

Merger

- FILED
98 FEB 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="radio"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="radio"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	2/19/98
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

2/19

Thanks

ARTICLES OF MERGER
Merger Sheet

MERGING:

SJS (AMERICA), INC., a Florida corporation M87577

,

INTO

SJS (AMERICA), INC.. a Delaware corporation not qualified in Florida

File date: February 19, 1998, effective February 23, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
2/23/98

FILED
98 FEB 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

SJS (AMERICA), INC.
(a Florida corporation)

INTO

SJS (AMERICA), INC.
(a Delaware corporation)

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), hereby execute the following Articles of Merger:

FIRST: That the name and state of incorporation of each of the corporations proposing to merge is as follows:

<u>Name</u>	<u>State of Domicile</u>
SJS (America), Inc.	Florida
SJS (America), Inc.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.


THIRD: The name of the surviving corporation is SJS (America), Inc., a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation complies with Section 607.1105 of the FBCA; and the domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 of the FBCA.

FOURTH: The Plan of Merger attached hereto as Exhibit A and incorporated by reference herein was duly approved by the Shareholders of SJS (America), Inc., a Florida corporation, on January 30, 1998, and, as no shareholder approval is required by Delaware law, by the Board of Directors of SJS (America), Inc., a Delaware corporation, on January 30, 1998.

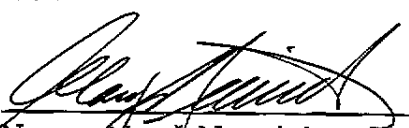
FIFTH: The effective date of the Certificate of Merger shall be the 23rd day of February, 1998.

IN WITNESS WHEREOF, the undersigned have caused this Articles of Merger to be executed by its officers thereunto duly authorized as of the 30th day of January, 1998.


SJS (AMERICA), INC.
(a Delaware corporation)

By: 
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

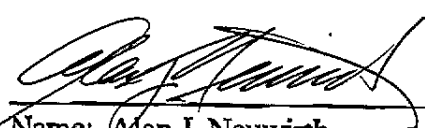
ATTEST:

By: 
Name: Alan J. Neuwirth
Title: Secretary

SJS (AMERICA), INC.
(a Florida corporation)

By: 
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:

By: 
Name: Alan J. Neuwirth
Title: Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of January 30, 1998, between SJS (America), Inc., a Florida corporation ("SJS Florida"), and SJS (America), Inc., a Delaware corporation ("SJS Delaware"). SJS Delaware and SJS Florida are sometimes referred to herein as the "Constituent Corporations."

SJS Delaware is a corporation duly organized and existing under the laws of the State of Delaware with an authorized capital consisting of 3,000 shares of common stock, no par value (the "Common Stock"), none of which are issued and outstanding.

SJS Florida is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital consisting of 100,000 shares of common stock, no par value (the "SJS Florida Common Stock"), of which 10,000 shares are held by Sekisui Jushi America, Inc.

The Constituent Corporations propose that SJS Florida be merged with and into SJS Delaware, with SJS Delaware being the surviving corporation (the "Merger").

The respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of each such corporation and their respective stockholders that SJS Florida be merged with and into SJS Delaware as provided in this Agreement, and they have accordingly taken all steps necessary in order to effectuate this Agreement in accordance with the provisions of section 252 of the General Corporation Law of the State of Delaware (the "DGCL"). The boards of directors of the Constituent Corporations intend that the adoption of such resolutions and the execution of this Agreement constitute the adoption of a plan of complete liquidation of SJS Florida for purposes of Section 332 of the Internal Revenue Code of 1986, as amended.

Therefore, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto covenant and agree as follows:

ARTICLE I

THE MERGER

On the Effective Date (as defined in Section 5.1 hereof) of the Merger, SJS Florida shall be merged with and into SJS Delaware and SJS Delaware shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of SJS Florida shall thereupon cease. A Certificate of Merger in the form attached hereto as Exhibit A shall be filed to effectuate and evidence the Merger. An Articles of Merger in the form attached hereto as Exhibit B shall be delivered to the office of the Florida Secretary of State for filing, as provided in Section 607.1105 of the Florida Business Corporation Act. SJS Delaware, as the surviving corporation, is sometimes

referred to as the "Surviving Corporation". Upon completion of the Merger the name of the Surviving Corporation will be SJS (America), Inc.

ARTICLE II

CERTIFICATE OF INCORPORATION AND BY-LAWS

On the Effective Date, the Certificate of Incorporation and By-laws of SJS Delaware as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation and By-laws, respectively, of the Surviving Corporation, until duly amended in accordance with the law.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

On the Effective Date of the Merger, each ten shares of SJS Florida Common Stock then issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and nonassessable share of Common Stock of the Surviving Corporation, so that, upon such Merger, the holder of the shares of SJS Florida Common Stock immediately prior to the Merger shall, upon and immediately after the Merger, hold one tenth the same number of shares of Common Stock of the Surviving Corporation (i.e., SJS Delaware will issue 1000 shares of Common Stock to the holder of SJS Florida Common Stock)..

ARTICLE IV

RIGHTS AND DUTIES OF SJS DELAWARE AS THE SURVIVING CORPORATION

At the Effective Date of the Merger, for all purposes the separate existence of SJS Florida shall cease, and SJS Florida shall be merged with and into SJS Delaware, which, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations so merged; and all and singular, rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions and all other things in action or belonging to each of such Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware in any way impaired by reason of the DGCL; provided that all rights of creditors and all liens upon any

property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of SJS Florida, the last acting officers and directors of SJS Florida, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE V

EFFECTIVE DATE

5.1 As used in this Agreement, the term "Effective Date" shall mean February 23, 1998.

5.2 The secretary of SJS Delaware, by attesting to and executing this Agreement, hereby certifies that pursuant to sections 251(f) and 252(e) of the DGCL, this Agreement does not need the consent of the stockholders of SJS Delaware because no shares of stock of SJS Delaware have been issued prior to the resolution adopted by the board of directors of SJS Delaware which authorized this Agreement.

ARTICLE VI

TERMINATION

This Agreement may be terminated by the board of directors of either SJS Florida or SJS Delaware, notwithstanding the stockholders of each of the respective entities have previously approved this Agreement, at any time prior to the Effective Date. In such event, this Agreement shall have no further force or effect and there shall be no liability on the part of the parties hereto except to the extent otherwise provided in this Agreement.

ARTICLE VII

COUNTERPARTS

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.


ARTICLE VIII

AMENDMENT

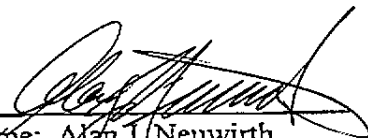
Subject to applicable law, this Agreement may be amended, modified or supplemented only by written agreement of the Constituent Corporations, duly authorized by each of their respective board of directors, at any time prior to the Effective Date; provided, however, that no such amendment, modification or supplement shall reduce the amount or change the form of the consideration to be paid to the stockholders in accordance with Article III hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year first above written.

SJS (AMERICA), INC.,
a Delaware corporation

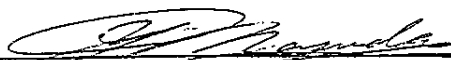
By 
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:


By 
Name: Alan J. Neuwirth
Title: Secretary

(Corporate Seal)

SJS (AMERICA), INC.,
a Florida corporation

By 
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:

By 
Name: Alan J. Neuwirth
Title: Secretary

(Corporate Seal)

EXHIBIT A

CERTIFICATE OF MERGER

OF

SJS (AMERICA), INC.
(a Florida corporation)

INTO

SJS (AMERICA), INC.
(a Delaware corporation)

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), SJS (America), Inc., a Delaware corporation, certifies the following:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Domicile</u>
SJS (America), Inc.	Florida
SJS (America), Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated January __, 1998 (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 252 of the DGCL.

THIRD: The name of the surviving corporation is SJS (America), Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of SJS (America), Inc., a Delaware corporation, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 110 Dent Drive, Cartersville, Georgia 30121.

SIXTH: That a copy of the executed Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of SJS (America), Inc., the foreign constituent corporation not surviving the merger, is 100,000 shares of common stock, no par value.

EIGHTH: That this Certificate of Merger shall be effective on the 23rd day of February, 1998.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its officers thereunto duly authorized as of the ____ day of January, 1998.

SJS (AMERICA), INC.
(a Delaware corporation)

By: _____
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:

By: _____
Name: Alan J. Neuwirth
Title: Secretary

EXHIBIT B

ARTICLES OF MERGER

OF

SJS (AMERICA), INC.
(a Florida corporation)

INTO

SJS (AMERICA), INC.
(a Delaware corporation)

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), hereby execute the following Articles of Merger:

FIRST: That the name and state of incorporation of each of the corporations proposing to merge is as follows:

<u>Name</u>	<u>State of Domicile</u>
SJS (America), Inc.	Florida
SJS (America), Inc.	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The name of the surviving corporation is SJS (America), Inc., a Delaware corporation (the "Surviving Corporation"). The Surviving Corporation complies with Section 607.1105 of the FBCA; and the domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 of the FBCA.

FOURTH: The Plan of Merger attached hereto as Exhibit A and incorporated by reference herein was duly approved by the Shareholders of SJS (America), Inc., a Florida corporation, on January __, 1998, and, as no shareholder approval is required by Delaware law, by the Board of Directors of SJS (America), Inc., a Delaware corporation, on January __, 1998.

FIFTH: The effective date of the Certificate of Merger shall be the 23rd day of February, 1998.

IN WITNESS WHEREOF, the undersigned have caused this Articles of Merger to be executed by its officers thereunto duly authorized as of the ____ day of January, 1998.

SJS (AMERICA), INC.
(a Delaware corporation)

By: _____
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:

By: _____
Name: Alan J. Neuwirth
Title: Secretary

SJS (AMERICA), INC.
(a Florida corporation)

By: _____
Name: Yasuo Masuda
Title: Chairman of the Board of Directors

ATTEST:

By: _____
Name: Alan J. Neuwirth
Title: Secretary