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M9700000309

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

700002716987-1-2  
-12/21/98-01008-003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

ITW Specialty Packaging, L.L.C.

- ☐ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Fictitious Name  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Name Registration  
☐ UCC-1 Financing Statement  
☐ Photo Copies  
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- ☒ Merger  
☐ Limited Liability Company  
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☐ UCC-3 Filing  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TECHNICAL SOURCES AND RESOURCES, INC., a Fla. corporation  
(P94000028759)

,

into

**ITW SPECIALTY PACKAGING L.L.C.**, a Delaware entity M97000000309

File date: December 18, 1998 , effective December 31, 1998

Corporate Specialist: Buck Kohr

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes:

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Technical Sources and Resources, Inc. 200 Solano Rd. Ste. C Ponte Vedra Beach, FL 32082 Florida Document/Registration Number: <u>P94000028759</u>	Florida	Corporation    <u>FEI#</u> : 59-3237629

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ITW Specialty Packaging L.L.C. 3600 West Lake Avenue Glenview, IL 60025 Florida Document/Registration Number: <u>M97000000309</u>	Delaware	Limited Liability Company    <u>FEI#</u> : 39-4150017

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the limited liability company that is party to the merger in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

**FIFTH:** The surviving limited liability company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholder of each domestic corporation that is a party to the merger.

**SIXTH:** The surviving limited liability company agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

**SEVENTH:** The surviving entity did not need member approval pursuant to the Florida Statutes.

**EIGHTH:** The merger is permitted under the Delaware Limited Liability Company Act and is not prohibited by the agreement of the limited liability company that is a party to the merger.

**NINTH:** The effective date of the articles of merger shall be at the close of business on December 31, 1998.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Signed as of November 30, 1998.

**ITW Specialty Packaging L.L.C.**  
By: Illinois Tool Works Inc., Managing Member

By: Stewart S. Hudnut  
Stewart S. Hudnut  
Sr. Vice President & Secretary

**Technical Sources and Resources, Inc.**

By: Margaret S. Giordano  
Margaret S. Giordano  
Assistant Secretary

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PLAN OF MERGER  
AGREEMENT OF MERGER

MERGING

TECHNICAL SOURCES AND RESOURCES, INC.

A Florida Corporation

INTO

ITW SPECIALTY PACKAGING L.L.C.

A Delaware Limited Liability Company

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**AGREEMENT OF MERGER**, dated this 30th day of November 1998, made by and between Technical Sources and Resources, Inc., a corporation organized and existing under the laws of the State of Florida, and ITW Specialty Packaging L.L.C., a Delaware limited liability company.

**WITNESSETH** that:

**WHEREAS**, the board of directors and the members, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each entity may be accomplished and in consideration of the mutual agreements of each entity as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporation and L.L.C. and their respective stockholders and members that Technical Sources and Resources, Inc. be merged into ITW Specialty Packaging L.L.C. and

**WHEREAS**, the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act, authorizes the merger of a corporation and a limited liability company,

**NOW, THEREFORE**, the corporation and L.L.C., parties to this agreement, have agreed and do hereby agree as follows:

**FIRST:** Technical Sources and Resources, Inc., organized and existing under the laws of the State of Florida, shall be and hereby is merged into ITW Specialty Packaging L.L.C., a Delaware limited liability company, and said ITW Specialty Packaging L.L.C. hereby merges into itself said Technical Sources and Resources, Inc. (hereinafter in this agreement referred to as the "disappearing corporation"); said ITW Specialty Packaging L.L.C. shall be the continuing and surviving entity (hereinafter in this agreement referred to as the "surviving entity") and shall be governed by Delaware Limited Liability Law.

**SECOND:** The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding and the surviving entity shall receive no compensation for the canceled shares.

(b) The capital contributions of the Surviving entity outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as the capital contributions of the Surviving Entity.

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

(a) The Limited Liability Company Agreement of the surviving entity as it shall exist on the effective date of this merger shall be and remain the Limited Liability Company Agreement of the surviving entity until the same shall be altered, amended or repealed as therein provided.

(b) The members and officers of the Surviving Entity shall continue in office until the next annual meeting of the members and until their successors shall have been elected and qualified.

(c) This merger shall become effective, with the Florida Secretary of State and the Secretary of State of Delaware, at the close of business on December 31, 1998.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation shall be transferred to, vested in and devolve upon the Surviving Entity without further act or deed and all property, rights, and every other interest of the Surviving Entity and the Disappearing Corporation shall be as effectively the property of the Surviving Entity as they were of the Surviving Entity and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Entity may deem necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of any property of the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and members of the Surviving Entity are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

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**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of the corporations' Board of Directors and the L.L.C.'s members at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors and its members, at any time prior to the effective date of this merger.

**FIFTH:** Upon the date when this agreement shall become effective, the separate existence of Technical Sources and Resources, Inc. shall cease and the said, Technical Sources and Resources, Inc. shall be merged into the surviving entity in accordance with this agreement of merger.

EFFECTIVE DATE  
12/31/98

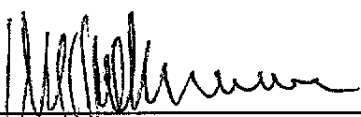
The surviving entity shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the merging entities, and all obligations belonging to or due to each of the merging entities, all of which shall be vested in the surviving entity without further act or deed. Title to any real estate or any interest therein vested in any constituent entity shall not revert or in any way be impaired by reason of such merger or consolidation;

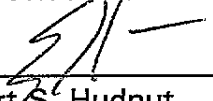
The surviving entity shall be liable for all the obligations of each merging entity, including liability to dissenting shareholders or members;

All the rights of creditors of each constituent entity are preserved unimpaired, and all liens upon the property of any constituent entity are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

**IN WITNESS WHEREOF,** the parties to this agreement have caused this agreement to be executed by the Vice President and Secretary of Technical Sources and Resources, Inc. and the manager of ITW Specialty Packaging L.L.C, by authority of their directors and members, as the respective agreement of each of said entities, on this 30th day of November 1998.

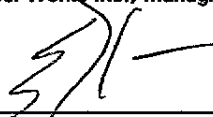
**Technical Sources and Resources, Inc.**

By:   
Michael J. Robinson  
Vice President & Treasurer

By:   
Stewart S. Hudnut  
Vice President & Secretary

**ITW Specialty Packaging L.L.C.**

By: Illinois Tool Works Inc., Managing Member

By:   
Stewart S. Hudnut  
Sr. Vice President & Secretary

Managing Member Name and Address:

Illinois Tool Works Inc.  
3600 West Lake Avenue  
Glenview, IL 60025