



THE UNITED STATES CORPORATION COMPANY

M 99000001000

ACCOUNT NO. : 072100000032

REFERENCE : 285627 4323694

AUTHORIZATION :

COST LIMIT : \$ ~~35.00~~ ~~70.00~~

Patricia Pizant

ORDER DATE : June 23, 1999

87.50

ORDER TIME : 3:47 PM

ORDER NO. : 285627-025

700002916697--5

CUSTOMER NO: 4323694

CUSTOMER: Kevin Shook, Legal Assistant
Hughes & Luce, L.l.p.
Suite 2800
1717 Main Street
Dallas, TX 75201

ARTICLES OF MERGER

FLORIDA PLASTICS, INC.

INTO

CONSOLIDATED CONTAINER COMPANY LLC

CORP MER

(8) W/C Cons

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 28 PM 3:35
EFFECTIVE DATE
6/30/99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
JUN 28 1999

File 2/29

RECEIVED
JUN 28 AM 10:46

BK
6/28/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA PLASTICS, INC., a Florida corporation, L89364

into

CONSOLIDATED CONTAINER COMPANY LLC, a Delaware entity
M99000001000

File date: June 28, 1999 , effective June 30, 1999

Corporate Specialist: Buck Kohr

Account number: 072100000032 Account charged: 87.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 1999

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FLORIDA PLASTICS, INC.
Ref. Number: L89364

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We have received your document for FLORIDA PLASTICS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Because the LLC could not yet be filed, we could not file this MERGER.

Please note that in the NINTH ITEM on your Articles of Merger, you should definitely indicate that you want the JUNE 30TH file date. Cross out the other option.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00034152

RESUBMIT

Please give original
submission date as file date.

file 2nd
Effective June 30th, 1999

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99 JUL -1 PM 2:33

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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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>
1. <u>Florida Plastics, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
<u>4330 20th Street</u>		
<u>Zephyrhills, Florida 33540</u>		
Florida Document/Registration Number: <u>L89364</u>		FEI Number: <u>58-190927</u>
2. <u>Consolidated Container Company LLC</u>	<u>Delaware</u>	<u>Limited Liability</u>
<u>2515 McKinney Avenue, #850</u>		<u>Company</u>
<u>Dallas, Texas 75201</u>		
Florida Document/Registration Number: _____		FEI Number: <u>75-2825338</u>
3. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____
4. _____	_____	_____

Florida Document/Registration Number: _____		FEI Number: _____

(Attach Additional sheet(s) if necessary)

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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>
<u>Consolidated Container Company LLC</u> <u>2515 McKinney Avenue; Suite 850</u> <u>Dallas, Texas 75201</u>	<u>Delaware</u>	<u>Limited Liability</u> <u>Company</u>
Florida Document/Registration Number: _____		FEI Number: <u>75-2825338</u>

EFFECTIVE DATE
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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

PLAN OF MERGER

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PLAN OF MERGER adopted by Florida Plastics, Inc., a corporation for profit organized under the laws of the State of Florida, by resolution of its Board of Directors on June __, 1999, and adopted on June __, 1999 by Consolidated Container Company LLC, a limited liability company for profit organized under the laws of the State of Delaware, by resolution of its Sole Manager on June __, 1999. The names of the entities planning to merge are Florida Plastics, Inc., a corporation for profit organized under the laws of the State of Florida, and Consolidated Container Company LLC, a limited liability company for profit organized under the laws of the State of Delaware. The name of the surviving entity into which Florida Plastics, Inc. plans to merge is Consolidated Container Company LLC

EFFECTIVE DATE
6/29/99

1. Florida Plastics, Inc. and Consolidated Container Company LLC shall, pursuant to the provisions of the Florida Business Corporation Act and of the laws of the jurisdiction of organization of Consolidated Container Company LLC, be merged with and into a single business entity, to wit, Consolidated Container Company LLC, which shall be the surviving entity at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving entity", and which shall continue to exist as said surviving entity under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Florida Plastics, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time and date in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Formation of the surviving entity as in force and effect at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Formation of said surviving entity and said Certificate of Formation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The limited liability company agreement of the surviving entity as in force and effect at the effective time and date of the merger will be the limited liability company agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving entity.

4. The officers and managers in office of the surviving entity at the effective date and time of the merger shall be the members of the first officers and managers of the surviving entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company agreement of the surviving entity.

5. Each issued share of the terminating corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and terminated. Each membership interest of the surviving entity shall not be

converted in any manner, but each said membership interest which is issued at the effective time and date of the merger shall continue.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and to the members of the surviving entity for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in the manner prescribed by the provisions of the Florida Business Corporation Act and by the members of the surviving entity in compliance with the laws of the jurisdiction of its organization, the terminating corporation and the surviving entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the officers and managers of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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