

P00000053222

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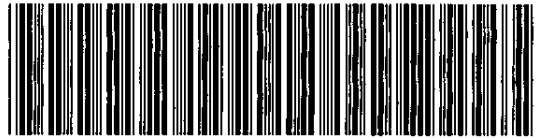
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09 FEB 23 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W/C
Meyer/KRG
2/24

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Adchem Adhesives (Florida), Inc. (NOTE NAME CHANGE PER PLAN)
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Nicholas J. DeBaltzo, Jr.
(Contact Person)

Johnson, Miller & Schmitz, LLP
(Firm/Company)

635 West Lakeside Avenue, Suite 600
(Address)

Cleveland, Ohio 44113
(City/State and Zip Code)

For further information concerning this matter, please call:

Nicholas J. DeBaltzo At (216) 696-5222
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2601 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED

2009 FEB -4 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Attorneys and
Counselors at Law

Gary C. Johnson*
Jeffrey C. Miller
William F. Schmitz
Nicholas J. DeBaltzo, Jr.+
Eric M. Allain
PJ Malnar ~

* also admitted in NY
+ also admitted in FL
~ also admitted in PA

Florida Department of State
Division of Corporations
Attn: Karen Gibson
Document Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314


Re: Adchem Adhesives (Florida), Inc.
Letter Number: 209A00004565
Merger Documents

Dear Ms. Gibson:

I am in receipt of your recent correspondence, (Letter Number 209A00004565), regarding the above-referenced matter and thank you for the same. Per your correspondence, please find enclosed the original Registered Agent's Acceptance to complete the merger filing. This will also confirm that you have retained the check in the amount of \$105.00 to cover the cost associated with my prior filing.

Thank you again for your prompt attention to this matter.
Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Nicholas J. DeBaltzo, Jr.

NJD/lh
Enclosures

F:\Client\729\Adfast\Merger\Florida\SecretaryofState\tr02172009

635 W. Lakeside Avenue
Suite 600
Cleveland, OH 44113
(216) 696-5222
Fax: (216) 696-5288
www.jmslaw.net

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2009 FEB 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2009

NICHOLAS J. DEBALTZO, JR.
JOHNSON, MILLER & SCHMITZ LLP
635 WEST LAKESIDE AVE., SUITE 600
CLEVELAND, OH 44113

SUBJECT: ADCHEM ADHESIVES (FLORIDA), INC.
Ref. Number: P00000053222

We have received your document for ADCHEM ADHESIVES (FLORIDA), INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 209A00004565

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED
09 FEB 23 PM 1:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Adchem Adhesives (Florida), Inc.	Florida	P00000053222

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Rivets Unlimited (Florida), Inc.	Florida	P00000053288
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 2/23/2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/23/2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Lyne Dandurand President & Director

Lyne Dandurand President & Director

[illegible]

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation shall be:

Name: Adfast Florida, Inc.

Jurisdiction: Florida

SECOND: The name and jurisdiction of each merging corporation are:

Name: Rivets Unlimited (Florida), Inc.

Jurisdiction: Florida

Name: Adchem Adhesives (Florida), Inc.

Jurisdiction: Florida

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

WHEREAS, Adchem Adhesives (Florida), Inc., is a corporation organized and existing under and by virtue of the laws of the State of Florida and having an authorized capitalization as follows: 1000 Common Nominal \$1.00 Par Shares, of which 1000 are issued and outstanding;

WHEREAS, Rivets Unlimited (Florida), Inc. is a corporation organized and existing under and by virtue of the laws of the State of Florida and having an authorized capitalization as follows: 1000 Common Nominal \$1.00 Par Shares, of which 1000 are issued and outstanding;

WHEREAS, the Board of Directors of Adchem Adhesives (Florida), Inc. and Rivets Unlimited (Florida), Inc. (the "Parties") deem it desirable and in the best interests of the corporations and their shareholders that Rivets Unlimited (Florida), Inc., (the "Merging Company") be merged into Adchem Adhesives (Florida), Inc (the "Surviving Corporation").

WHEREAS, the Merger is intended to qualify as a statutory reorganization under the provisions of Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 1: The corporations shall be merged into a single corporation by Rivets Unlimited (Florida), Inc., merging into and with Adchem Adhesives (Florida), Inc., the surviving corporation which shall survive the merger. Upon such merger the separate corporate existence of Rivets Unlimited (Florida), Inc. shall cease and the surviving corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and the surviving corporation shall become subject to all

the debts and liabilities of the constituent corporations in the same manner as if the surviving corporation had itself incurred them.

Section 2: Subject to the terms and conditions of this Agreement, the articles of merger (the "Florida Articles of Merger") shall be executed and filed with the Secretary of State of the State of Florida ("Florida Secretary of State") in accordance with the Florida Business Corporations Act at or as soon as practicable after the Closing (as defined below). The Merger shall become effective upon such filing of the Florida Articles of Merger (the "Effective Time of the Merger").

Section 3: Subject to the terms and conditions of this Agreement, the closing of the Merger (the "Closing") will take place as soon as practicable after satisfaction or, if permissible, waiver of the latest to occur of the conditions set forth in this Agreement (the "Closing Date"), at the offices of Adchem Adhesives (Florida), Inc., 11828 Miramar Parkway, Hollywood, Florida 33025 unless another date or place is agreed to in writing by the parties hereto.

Section 4: At the Effective Time of the Merger, the effect of the Merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time of the Merger, all of the property, rights, privileges, powers and franchises of Rivets Unlimited (Florida), Inc., shall vest in the Surviving Corporation and all the debts, liabilities and duties of Rivets Unlimited (Florida), Inc., shall become the debts, liabilities and duties of the Surviving Corporation.

Section 5: The name of the surviving corporation shall be Adfast Florida, Inc. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and the capital stock of the surviving corporation shall be as appears in the articles of incorporation of the surviving corporation, as amended as set forth below.

Section 6: The **Articles of Incorporation** of the surviving corporation, as amended, shall on the effective date of the merger be amended to read as set forth below:

FIRST: The name of the corporation (hereinafter called the "corporation") shall be ADFAST FLORIDA, INC.

SECOND: The corporation may engaged in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 11828 Miramar Parkway, Hollywood, Florida 33025.

THIRD: The authorized number of shares of the corporation is 5000, all of which are without par value and are of the same class and are to be common shares. All or any part of said common shares without par value may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law. Any and all such shares issued, for which the

full consideration has been paid or delivered, shall be deemed fully paid shares and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

FOURTH: The term for which this corporation shall exist shall be perpetual.

FIFTH: The principal office of the corporation shall be located at 11828 Miramar Parkway, Hollywood, Florida 33025, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

SIXTH: The Registered Agent shall be CT Corporation System, c/o CT Corporation Systems, 1200 South Pine Island Road, Plantation, Florida 33324.

SEVENTH: 1. When the stockholders so determine by written agreement, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.

2. Any meeting of the stockholders may be held within or outside of the State of Florida.

3. Officer of the corporation need not be stockholders.

Section 7: The names and addresses of the person who shall constitute the board of directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

Lyne Dandurand
2670 Paulus Street
Montreal, Quebec
Canada, H4S1G1

Paul Dubois
11828 Miramar Parkway
Hollywood, Florida 33025

Section 8: The method of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

- (a) Each share of common stock nominal \$1.00 par value of Rivets Unlimited (Florida), Inc., issued and outstanding on the effective date of the merger shall be changed and converted into one (1) share of common stock of the surviving corporation \$1.00 par value, which shares of common stock of the surviving corporation shall then be issued and outstanding, provided, however, that no fractional shares of the surviving corporation shall be

issued, and in lieu of the issuance of fractional shares to which any holder of the common stock of Rivets Unlimited (Florida), Inc would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of such common stock on the effective date.

- (b) Any and all shares of common stock nominal \$1.00 par value of Rivets Unlimited (Florida), Inc., held by Rivets Unlimited (Florida), Inc., in its treasury on the effective date of the merger shall immediately be surrendered to the surviving corporation for cancellation, and no shares of the surviving corporation shall be issued or issuable in exchange.
- (c) In addition, such shareholder shall be entitled to receive any dividends on such shares of common stock of the surviving corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock. Holders of certificates of common stock of Rivets Unlimited (Florida), Inc. shall not be entitled to dividends payable on shares of stock in the surviving corporation unless and until said shareholders of such certificates have been issued certificates of common stock in the surviving corporation as provided above.
- (d) It is intended by the parties hereto that the Merger shall constitute a reorganization within the meaning of Section 368(a) of the Code.

Section 9: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, is the agent upon whom any process, notice, or demand against a constituent corporation or the surviving corporation by be served.

Section 10: Neither Rivets Unlimited (Florida), Inc nor Adchem Adhesives (Florida), Inc, the surviving corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

Section 11: This Plan of Merger shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of the State of Florida, at a meeting to be held on or before December 31, 2008 or at such other time as the boards of directors of the constituent corporations shall agree or by written agreement.

Section 12: The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties and relevant contracts, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

Section 13: This Agreement may be terminated at any time prior to the Effective Time of the Merger, whether before or after approval of matters presented in connection with the Merger by the stockholders of Rivets Unlimited (Florida), Inc. and Adchem Adhesives (Florida), Inc. to the extent such approval is required; by mutual written consent of Rivets Unlimited (Florida), Inc. and Adchem Adhesives (Florida), Inc.; or by either Rivets Unlimited (Florida), Inc. or Adchem Adhesives (Florida), Inc. if any required approval of the stockholders of either has not been obtained.

Section 14: This Agreement constitutes the entire agreement with respect to the subject matter hereof and supersedes all prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to such subject matter and, except as otherwise expressly provided herein, is not intended to confer upon any other person any rights or remedies hereunder.

Section 15: This Agreement shall not be assigned by operation of law or otherwise.

Section 16: This Agreement may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their respective officers and directors on this the 31st day of December, 2008.

RIVETS UNLIMITED (Florida), INC.

By: 

Lyne Dandurand

Its: President and Director

By: 

Mireille Dandurand

Its: Secretary and Treasurer

By: 

Paul Dubois

Its: Director

ADCHEM ADHESIVES (Florida), INC.

By: 

Lyne Dandurand

Its: President and Director

By: 

Mireille Dandurand

Its: Secretary and Treasurer

By: 

Paul Dubois

Its: Director

REGISTERED AGENT'S ACCEPTANCE

CT Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324,
by and through its' undersigned representative, hereby acknowledges its familiarity with
and acceptance of, the duties and responsibilities as registered agent for Adfast Florida,
Inc.

By: 

Its: Gil S. Apella, Asst. Secretary

Date: 2/17/09