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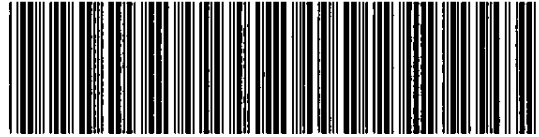
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Manager
12/3/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sanitary Process Components, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Tarin Clark
(Contact Person)

Poyner Spruill LLP
(Firm/Company)

P O Box 1801
(Address)

Raleigh, NC 27602-1801
(City/State and Zip Code)

For further information concerning this matter, please call:

Tarin Clark At (919) 783-2904
(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
2661 Executive Center Circle
Tallahassee, Florida 32301

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

ARTICLES OF MERGER

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sanitary Process Components, Inc.	North Carolina

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sanitary Process Components, Inc.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on December 10th, 2008.

Fifth: Adoption of Merger by **surviving** corporation —

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 9th, 2008.

Sixth: Adoption of Merger by **merging** corporation —

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 30th, 2008.

Seventh: Signatures—

SURVIVING CORPORATION:

SANITARY PROCESS COMPONENTS, INC.,
A North Carolina corporation

By: [Signature]
Name: Jacques Brin
Title: its President

MERGING CORPORATION:

SANITARY PROCESS COMPONENTS, INC.,
A Florida corporation

By: [Signature]
Name: Jacques Brin
Title: its President

eff 12.10.08

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08 NOV 24 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (the "Agreement") is made and entered into as of November 22, 2008, by and between Sanitary Process Components, Inc., a Florida corporation ("SPC-FL"), and Sanitary Process Components, Inc., a North Carolina corporation ("SPC-NC").

WHEREAS:

A. The Boards of Directors of SPC-FL and SPC-NC have resolved that SPC-FL be merged pursuant to the Florida Business Corporation Act and the North Carolina Business Corporation Act into a single corporation existing under the laws of the State of North Carolina, to wit, SPC-NC, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

B. The authorized capital stock of SPC-FL consists of 10,000 shares of Common Stock with a par value of \$0.01 per share (hereinafter called "SPC-FL Common Stock"), of which Two Thousand (2,000) shares are issued and outstanding;

C. The authorized capital stock of SPC-NC consists of 10,000 shares of Common Stock with a par value of \$0.01 per share (hereinafter called "SPC-NC Common Stock"), Two Thousand (2,000) shares of which are issued and outstanding; and

D. The respective shareholders and Boards of Directors of SPC-FL and SPC-NC have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the North Carolina Business Corporation Act that SPC-FL shall be, at the Effective Date (as hereinafter defined), merged (the "Merger") into a single corporation existing under the laws of the State of North Carolina, to wit, SPC-NC, which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Shareholder Approval; Filings; Effects of Merger

1.1 SPC-FL Shareholders' Approval. On or before December 10, 2008, the shareholders of SPC-FL shall adopt this Agreement in accordance with the Florida Business Corporation Act.

1.2 SPC-NC Shareholders' Approval. On or before December 10, 2008, the shareholders of SPC-NC shall adopt this Agreement in accordance with the North Carolina Business Corporation Act.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the shareholders of SPC-FL in accordance with the Florida Business Corporation Act, (b) this Agreement has been adopted by the shareholders of SPC-NC in accordance with the North Carolina Business Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Florida Business Corporation Act and Articles of Merger shall be filed in accordance with the North Carolina Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective at 12:01 a.m. on December 10, 2008, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of SPC-FL shall cease, and SPC-FL shall be merged into SPC-NC which, as the surviving corporation, shall 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 SPC-FL; and all the rights, privileges, powers, and franchises of SPC-FL, and all property, real, personal, and mixed, and all debts due to SPC-FL on whatever account, as well for stock subscriptions and all other things in action or belonging to SPC-FL, shall be vested in SPC-NC; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of SPC-NC as they were of SPC-FL, and the title to any real estate vested by deed or otherwise, under the laws of Florida or North Carolina or any other jurisdiction, in SPC-FL, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of SPC-FL shall be preserved unimpaired, and all debts, liabilities, and duties of SPC-FL shall thenceforth attach to SPC-NC and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of SPC-FL or the corresponding officers of SPC-NC may, in the name of SPC-FL, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as SPC-NC may deem necessary or desirable in order to vest, perfect, or confirm in SPC-NC title to and possession of all SPC-FL's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Incorporation; Bylaws

2.1 Name of Surviving Corporation. The name of SPC-NC from and after the Effective Date shall be "Sanitary Process Components, Inc."

2.2 Articles of Incorporation. The Articles of Incorporation of SPC-NC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the surviving corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of SPC-NC, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of SPC-NC until amended as provided therein.

3. Status and Conversion of Securities

On the Effective Date, outstanding shares of SPC-FL and SPC-NC shall be converted, exchanged and/or canceled as follows:

3.1 SPC-FL Common Stock. Each share of SPC-FL Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and certificates representing such shares shall be canceled.

3.2 SPC-NC Common Stock. All issued and outstanding shares of SPC-NC Common Stock issued and outstanding immediately before the Effective Date shall not be converted, exchanged or altered in any manner and will remain outstanding shares of SPC-NC.

4. Miscellaneous

4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the

4. Miscellaneous


4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of SPC-FL, if the Board of Directors of SPC-FL or of SPC-NC duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by SPC-FL and SPC-NC all on the date first above written.


SPC-FL:

SANITARY PROCESS COMPONENTS, INC.,
A Florida corporation

By: 
Name: Jacques Bain
Title: its President

SPC-NC:

SANITARY PROCESS COMPONENTS, INC.,
A North Carolina corporation

By: 
Name: Jacques Bain
Title: its President