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MACFARLANE FERGUSON

(727) 442-8470

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MERGER OR SHARE EXCHANGE

Pilot Packaging, Inc.

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T. Roberts SEP 13 2007

**ARTICLES OF MERGER OF  
PILOT PACKAGING, INC.  
AND  
PILOT PACKAGING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of the Florida Business Corporation Act (the "Corporate Act") and the corresponding Illinois Law, Pilot Packaging, Inc., an Illinois corporation, and Pilot Packaging, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the companies which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Pilot Packaging, Inc., an Illinois corporation ("Pilot Packaging Illinois") and Pilot Packaging, Inc., a Florida corporation ("Pilot Packaging Florida").

2. Pilot Packaging Florida is the surviving company in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors and shareholders of Pilot Packaging Illinois on September 10, 2007 by written consent in lieu of holding special meetings, pursuant to Illinois law.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of Pilot Packaging Florida on September 10, 2007 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Corporate Act.

The Merger shall become effective as of September 10, 2007.

The parties have caused these Articles of Merger to be executed effective as of this 10<sup>th</sup> day of September, 2007.

**PILOT PACKAGING, INC.,  
an Illinois corporation**

By: 

Bonnie L. Donahue, President

**PILOT PACKAGING, INC.,  
a Florida corporation**

By: 

Bonnie L. Donahue, President

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## **PLAN OF MERGER**

This Plan of Merger (the "Plan") is adopted as of September 10, 2007 by Pilot Packaging, Inc., a Florida corporation ("Pilot Packaging Florida") and Pilot Packaging, Inc., an Illinois corporation ("Pilot Packaging Illinois").

### **RECITALS**

The Board of Directors and Shareholders of Pilot Packaging Illinois and the board of directors and shareholders of Pilot Packaging Florida have determined that it is advisable and in the best interests of each such company and its respective shareholders that Pilot Packaging Illinois be merged with and into Pilot Packaging Florida (the "Merger") on the terms and subject to the conditions set forth therein.

### **ARTICLE I**

#### **THE MERGER**

At the Effective Time (as defined in Article V hereof), Illinois shall be merged with and into Pilot Packaging Florida in accordance with the Florida Business Corporation Act (the "Corporate Act") and the corresponding Illinois State Laws, the separate existence of Pilot Packaging Illinois shall cease, and Pilot Packaging Florida shall thereafter continue as the Surviving Corporation (the "Surviving Corporation") under the laws of the State of Florida.

### **ARTICLE II**

#### **THE SURVIVING CORPORATION/SHAREHOLDERS**

A. At the Effective Time, the Articles of Incorporation of Pilot Packaging Florida, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the shareholders, officers and directors of Pilot Packaging Florida (who are also the shareholders, officers and directors of Pilot Packaging Illinois) shall be the shareholders, officers and directors of the Surviving Corporation.

### **ARTICLE III**

#### **MANNER AND BASIS OF CONVERTING SHARES**

A. At the Effective Time, the stock of Pilot Packaging Illinois (the "Pilot Packaging Illinois Common Stock") held by its shareholders, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished without any conversion thereof.

B. At the Effective Time, any Illinois Common Stock held in treasury shall be cancelled and extinguished without any conversion thereof.

#### ARTICLE IV

##### EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of Pilot Packaging Illinois and Pilot Packaging Florida shall vest in the Surviving Corporation, and all liabilities and obligations of Pilot Packaging Illinois and Pilot Packaging Florida shall become liabilities and obligations of the Surviving Corporation.

#### ARTICLE V

##### EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean September 10, 2007.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

**PILOT PACKAGING, INC.,**  
a Florida corporation

By: Bonnie L. Donahue  
Bonnie L. Donahue, President

**PILOT PACKAGING, INC.,**  
an Illinois corporation

By: Bonnie L. Donahue  
Bonnie L. Donahue, President