P08000048873

Florida Department of State
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08 MAY 19 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kathy Drake
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MERGER OR SHARE EXCHANGE

Contract Materials Processing, Inc.

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Merger

T. Roberts MAY 19 2008

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These articles of merger are submitted in accordance with the Florida Business Corporations Act pursuant to Fla. Stat. 607.1105.

First:

The name and jurisdiction of the surviving corporation is: Contract Materials Processing, Inc., a Florida for profit corporation formed on May 14, 2008, Document Number: P08000048873.

Second:

The name and jurisdiction of the merging corporation is: Contract Materials Processing, Inc., a Maryland ordinary business corporation formed on October 21, 1988 pursuant to the Corporations and Associations Act of the State of Maryland, which Maryland corporation is further identified by Department Identification Number: D02659225 issued by the Maryland Department of Assessments and Taxation.

Third:

The Plan of Merger, a copy of which is attached, was adopted and approved unanimously by the sole shareholder and the sole director of the surviving corporation, and was also adopted and approved unanimously by the sole shareholder and the sole director of the merging corporation.

Fourth:

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

Fifth:

The Plan of Merger was adopted and approved unanimously by the sole shareholder and by the sole director of the surviving corporation, Contract Materials Processing, Inc., a Florida corporation, at a joint meeting duly held on May 16, 2008.

Sixth:

The Plan of Merger was adopted and approved unanimously by the sole shareholder and by the sole director of the merging corporation, Contract Materials Processing, Inc., a Maryland corporation, at a joint meeting duly held on May 16, 2008.

Seventh:

Signatures below on behalf of the surviving corporation and the merging corporation evidences that the above articles of merger and the attached plan of merger have been duly adopted and approved unanimously by the sole director and the sole shareholder of the surviving corporation and by the sole director and the sole shareholder of the merging corporation as above stated.

Contract Materials Processing, Inc.
(a Florida corporation)

By: Edwin W. Albers
Edwin W. Albers
Titles: President, Sole Director
and Sole Shareholder

Contract Materials Processing, Inc.
(a Maryland corporation)

By: Edwin W. Albers
Edwin W. Albers
Titles: President, Sole Director
and Sole Shareholder

TALLAHASSEE, FLORIDA

PLAN OF MERGER

for the merger of

Contract Materials Processing, Inc., a Maryland corporation,

into

Contract Materials Processing, Inc., a Florida corporation

The following plan of merger is submitted as an attachment to Article of Merger in compliance with Fla. Stat. 607.1101 and the Maryland Corporations and Associations Act.

First:

The name and jurisdiction of the surviving corporation is: Contract Materials Processing, Inc., a Florida for profit corporation formed under the laws of the State of Florida on May 14, 2008, as further identified by Document Number: P08000048873 filed with the Secretary of State of the State of Florida.

Second:

The name and jurisdiction of the merging corporation is: Contract Materials Processing, Inc., a Maryland corporation formed on October 21, 1988 pursuant to the Corporations and Associations Act of the State of Maryland, which Maryland corporation is further identified by Department ID #: D02659225 issued by the Maryland Department of Assessments and Taxation.

Third:

The terms and conditions of the merger are as follows: a. upon the effective date of the merger, the surviving corporation will succeed to, acquire and take over all assets of the merging corporation; b. upon the effective date of the merger, the surviving corporation will assume all liabilities of the merging corporation; c. upon the effective date of the merger, the surviving corporation will succeed to and continue in the surviving corporation the business of the merging corporation substantially as the merging corporation had conducted its business up until the effective date of the merger; d. the surviving corporation shall promptly apply for authorization to conduct business as a foreign corporation in the State of Maryland; d. the surviving corporation shall take over and use the taxpayer identification number previously issued to the merging corporation by the Internal Revenue Service; and e. upon and after the effective date of the merger, the surviving corporation is authorized to do anything necessary or appropriate to confirm or further document the surviving corporation's take over of all of the assets of the merging corporation, the surviving corporation's assumption of all of the liabilities of the merging corporation and the surviving corporation's continuation of the business previously conducted by the merging corporation.

Fourth:

The manner and basis of converting outstanding shares of stock of the merging corporation into shares of the capital stock of the surviving corporation shall be as follows: the sole shareholder of the merging corporation shall surrender all of the outstanding shares of the merging corporation to the surviving corporation, in exchange for which the surviving corporation shall issue 900 shares of its capital stock to that sole shareholder of the merging corporation and cancel those shares of the merging corporation which shall no longer be deemed to exist for any purpose;

Fifth:

There are no amendments or changes to the articles of incorporation of the surviving corporation which shall continue in effect unless or until amended as provided by law.