

P120000054113

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

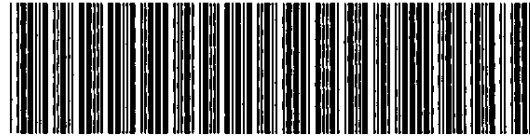
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 AUG 14 AM 8:50

Merger  
@ 8.17.12

LAW OFFICES OF  
**HUGH JANOW, LLC**

ONE BLUE HILL PLAZA SUITE 1006 PO BOX 1586 PEARL RIVER, NEW YORK 10965

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August 9, 2012

**Via Certified Mail/RRR**

**Article #7010 3090 0001 2008 3426**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Great Eastern Acquisition Corporation**

Dear Sir/Madam:

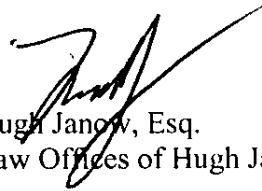
With respect to the above-referenced entity, enclosed herein are Articles of Merger and a check in the amount of \$75.00 for the filing fee (\$35.00 for the merging corporation and \$35 for the surviving corporation).

A copy of the Agreement of Merger and Plan of Merger is also enclosed.

Note that the email address to be used for future annual report notification is [Alfred.teo@sigmaplastics.com](mailto:Alfred.teo@sigmaplastics.com).

If you have any questions or require additional information, please contact me.

Very truly yours,

  
Hugh Janow, Esq.  
Law Offices of Hugh Janow, LLC

HJ/brm

Enclosures

cc: Alfred Teo (via email)  
William Lungren (via email)

# **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.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Great Eastern Acquisition Corp.</u>	<u>Florida</u>	<u>P12000054113</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Great Eastern Acquisition Corp.</u>	<u>Delaware</u>	

12 AUG 14 AM 8:50  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
FLORIDA

**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** 06/30/2012 (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 – The Plan of Merger was adopted by the board of directors of the surviving corporation as of June 30, 2012 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) – The Plan of Merger was adopted by the board of directors of the merging corporation(s) as of June 30, 2012 and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual &  
Title

Great Eastern Acquisition Corp.

Florida

Annie Teo,

VP

Great Eastern Acquisition Corp.

Delaware

Annie Teo,

VP

## **AGREEMENT OF MERGER AND PLAN OF MERGER**

**THIS AGREEMENT** is executed as of the 30<sup>th</sup> day of June, 2012 by and among Great Eastern Acquisition Corp., a Delaware corporation ("DE") having an office c/o Alfred Teo, 7233 Fisher Island Drive, Fisher Island, Florida and Great Eastern Acquisition Corp., a Florida corporation ("FL") having an office c/o Alfred Teo, 7233 Fisher Island Drive, Fisher Island, Florida.

**WHEREAS**, the sole Shareholder of DE and FL has resolved that DE and FL shall be merged in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code and pursuant to the General Corporation Law of the State of Delaware and the State of Florida Business Corporation Act into a single corporation existing under the laws of the State of Florida, as Great Eastern Acquisition Corp. of Florida, which shall be the surviving corporation (Great Eastern Acquisition Corp., of Florida in its capacity as such surviving corporation being sometimes referred to as the "Surviving Corporation"); and

**WHEREAS**, the issued and outstanding shares of stock in DE consist of One Thousand (1,000) shares of \$1 par value common stock (hereinafter called "DE Shares"); and

**WHEREAS**, the issued and outstanding shares of stock in FL consist of One Hundred (100) shares of \$1 par value common stock (hereinafter called "FL Shares"); and

**WHEREAS**, the sole Shareholder of DE and FL has approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

**NOW, THEREFORE**, in consideration of the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Delaware and the State of Florida Business Corporation Act that DE and FL shall at the Effective Date (as hereinafter defined), be merged (hereinafter called the "Merger") into a single corporation existing under the laws of the State of Florida, which shall be called Great Eastern Acquisition Corp., 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. Shareholders Meetings; Filings; Effects of Merger

1.1. DE Shareholders Meeting. DE shall call a meeting of its Shareholder to

be held in accordance with the General Corporation Law of the State of Delaware at the earliest practicable date, upon due notice thereof to its Shareholder to consider and vote upon, among other matters, adoption of this Agreement..

1.2 FL Shareholders Meeting. FL shall call a meeting of its Shareholder to be held in accordance with the State of Florida Business Corporation Act at the earliest practicable date, upon due notice thereof to its Shareholder to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the Shareholder of DE in accordance with the General Obligation Law of the State of Delaware , (b) this Agreement is adopted by the Shareholder of FL in accordance with the State of Florida 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 a Certificate of Merger shall be filed and recorded in accordance with State of Delaware and such Articles of Merger shall be filed in accordance with the laws of the State of Florida. The Merger shall become effective as of June 30, 2012(the "Effective Date".)

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of DE shall cease, and DE shall be merged into FL which, as the Surviving Corporation, shall succeed to all the rights, privileges, powers, and franchises, of a public as well as of a private nature and be subject to all of the restrictions, disabilities, and duties of DE; and all and singular, the rights, privileges, powers and franchises of DE, and all property, real, personal and mixed, and all debts due to DE on whatever account, shall be vested in the Surviving Corporation; and all property, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of DE, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware or any other jurisdiction, in DE, shall not revert or in anyway be impaired; but all rights of creditors and all liens upon any property of DE shall be preserved unimpaired, and all debts, liabilities and duties of DE shall henceforth attach to the Surviving Corporation and shall be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At anytime, or from time to time, after the Effective Date, the Shareholder of DE or the corresponding Shareholder of the Surviving Corporation, may, in the name of DE, 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 the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all DE property, privileges, powers, franchises, immunities, and interests and otherwise carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Organization; Operating Agreement

2.1 Name of the Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Great Eastern Acquisition Corp., a Florida corporation.

2.2 Articles of Organization. The Articles of Organization of FL as in effect on, prior to, and after the Effective Date shall be; and continue to be, the Articles of Organization of the Surviving Corporation until changed or amended as provided by law.

2.3 Operating Agreement. The By-laws of FL, as in effect immediately before the Effective Date, shall from and after the Effective Date be adopted as the By-laws of the Surviving Corporation until amended as provided herein.

3. Status and Conversion of Securities. The manner and the basis of converting the shares of the capital stock of DE and the nature and amount of securities of FL which the holders of the shares of DE common stock are to receive in exchange for such shares are as follows: Each share of DE Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the of the Merger and without any action on the part of the holder thereof be converted at the Effective Date to a pro rata number of shares of FL common stock, and outstanding certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4. Miscellaneous.

4.1 This Agreement of Merger 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 of Merger by the Shareholder of DE if a majority in interest of the Members of DE or a majority in interest of the Shareholder of the Surviving Corporation 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 of Merger, 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 DE and FL all on the date first above written.

Great Eastern Acquisition Corp. of Delaware

By: \_\_\_\_\_

  
ALFRED TEO

Great Eastern Acquisition Corp. of Florida

By: \_\_\_\_\_

  
ALFRED TEO