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P27523

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

City

State

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Phone

CORPORATION(S) NAME

200002049982--6

-01/08/97--01023--017

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-01/08/97--01023--018

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EFFECTIVE DATE  
12-31-96

Gribetz Threads, Inc.

merging into:

Gribetz International, Inc.

FILED  
96 DEC 23 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☒ Merger

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☐ Dissolution/Withdrawal

☐ Mark

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Merger  
12/23/96  
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P27523

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GRIBETZ THREADS, INC., a Florida corporation, K32387

into

GRIBETZ INTERNATIONAL, INC., a Delaware corporation P27523

File date: December 23, 1996 , effective December 31, 1996

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

OF

GRIKETZ THREADS, INC. (A FLORIDA CORPORATION)

INTO

GRIKETZ INTERNATIONAL, INC. (A DELAWARE CORPORATION)

EFFECTIVE DATE  
12-31-96

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

**FIRST:** The constituent business corporations participating in the merger herein certified are Gribetz International, Inc., which is incorporated under the laws of the State of Delaware, and Gribetz Threads, Inc., which is incorporated under the laws of the State of Florida.

**SECOND:** The laws of the State of Delaware under which Gribetz International, Inc. are organized permit such merger and such Gribetz International, Inc. is complying with those laws in effecting the merger.

**THIRD:** Gribetz International, Inc. complies with Section 607.1105 F.S. (as set forth below) as the surviving corporation of the merger and Gribetz Threads, Inc. complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

**FOURTH:** The plan of merger is as follows:

1. Gribetz International, Inc. hereby merges into itself Gribetz Threads, Inc. and said Gribetz Threads, Inc. shall be and hereby is merged into Gribetz International, Inc., which shall be the surviving corporation.
2. The terms and conditions of the merger are as follows:
  - (a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
  - (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
  - (c) This merger shall become effective on December 31, 1996.
  - (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and

the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

3. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and retired.


**FIFTH:** The effective date of the certificate of merger shall be the 31<sup>st</sup> day of December, 1996.

**SIXTH:** The plan of merger was adopted by the shareholders of Gribetz Threads, Inc. on the 19<sup>th</sup> day of December, 1996, and was adopted by the shareholders of Gribetz International, Inc. on the 19<sup>th</sup> day of December, 1996.

Signed this 19<sup>th</sup> day of December, 1996.

**GRIBETZ THREADS, INC.**

By

  
Ernest C. Jett, Vice President

**GRIBETZ INTERNATIONAL, INC.**

By

  
Ernest C. Jett, Vice President