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**MERGER OR SHARE EXCHANGE
ASSOCIATED PACKAGING ENTERPRISES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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APT Post Closing Restructure.Bf

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
of
APEI ACQUISITION CORP.
with and into
ASSOCIATED PACKAGING ENTERPRISES, INC.**

Associated Packaging Enterprises, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), desiring to merge (the "Merger") APEI Acquisition Corp., a Delaware corporation ("Acquisition"), with and into the Corporation pursuant to Section 607.1107 of the Florida Business Corporations Act (the "FBCA") and Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
APEI Acquisition Corp.	Delaware
Associated Packaging Enterprises, Inc.	Florida

SECOND: An Agreement and Plan of Merger, dated as of 11/30, 2010 (the "Merger Agreement"), by and between the Corporation and Acquisition, was approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the applicable provisions of Section 607.1107 of the FBCA and Section 252 of the DGCL (and by the written consent of their respective stockholders in accordance with Section 607.0704 of the FBCA and Section 228 of the DGCL).

THIRD: The Corporation will continue as the corporation surviving the Merger (the "Surviving Corporation") and the name of the Surviving Corporation shall be Associated Packaging Enterprises, Inc. upon the filing of this Certificate of Merger with the Florida Department of State (the "Effective Time of the Merger").

FOURTH: At the Effective Time of the Merger, the Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time of the Merger, shall be the Articles of Incorporation of the Surviving Corporation until further amended pursuant to the FBCA.

FIFTH: An executed copy of the Merger Agreement is on file at the offices of the Surviving Corporation at 1 Dickinson Drive, Suite 100, Chadds Ford, PA 19317 and a copy thereof will be furnished by the Surviving Corporation, on request and without cost to any stockholder of either of the Constituent Corporations.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed as of the 30 day of November, 2010.

Associated Packaging Enterprises, Inc.

By: Ritchie L. Bend
Name: Ritchie L. Bend
Title: Treasurer

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AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of 11/30, 2010, by and between APEI Acquisition Corp. ("Acquisition") and Associated Packaging Enterprises, Inc. ("APE"), (such two corporations together being herein sometimes called the "Constituent Corporations").

WHEREAS, Acquisition is a corporation duly organized and existing under the laws of the state of Delaware; and

WHEREAS, APE is a corporation duly organized and existing under the laws of the state of Florida; and

WHEREAS, Acquisition has authorized capitalization consisting solely of common stock ("Acquisition Common Stock") of which all issued and outstanding shares are owned by Sonoco Products Company; and

WHEREAS, APE has authorized capitalization consisting solely of common stock ("APE Common Stock") of which all issued and outstanding shares are owned by Acquisition; and

WHEREAS, the respective Boards of Directors and shareholders of Acquisition and APE have determined that it is advisable that Acquisition be merged into APE on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable statutes of the states of Florida and Delaware, Acquisition shall be and hereby is, at the Effective Date, as defined in Article VI hereof, merged into APE and APE shall be the Surviving Corporation, and that the terms and conditions of such merger, the mode of carrying it into effect, the manner of converting shares, and the changes in the Articles of Incorporation of the Surviving Corporation as are desired to be effected by the merger shall be as follows:

**ARTICLE I
MERGER**

1.1 On the Effective Date, Acquisition shall be merged into APE, the separate existence of Acquisition shall cease and APE shall continue in existence and such merger shall in all respects have the effect provided for in § 607.1106 of the Florida Business Corporation Act.

1.2 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

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**ARTICLE II
TERMS OF TRANSACTION**

Upon the Effective Date:

2.1 Each share of Acquisition Common Stock issued and outstanding immediately prior to the merger shall be converted into and become one share of APE Common Stock; and each share of Acquisition Common Stock held in treasury shall be cancelled, and no share of APE Common Stock shall be issued for such treasury stock.

2.2 Each share of APE Common Stock held by Acquisition immediately prior to the Merger shall be cancelled.

**ARTICLE III
CERTIFICATE OF INCORPORATION AND BYLAWS**

From and after the Effective Date and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of APE as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

**ARTICLE IV
DIRECTORS AND OFFICERS**

The persons who are directors and officers of APE immediately before the merger shall continue as the directors and officers of the Surviving Corporation and shall hold office as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation.

**ARTICLE V
EFFECTIVENESS OF MERGER**

The merger shall become effective as of the close of business on the day on which this Certificate of Merger is filed with the Florida Secretary of State, herein sometimes call the "Effective Date."

**ARTICLE VI
MISCELLANEOUS**

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and delivered on the date first written above.

ASSOCIATED PACKAGING ENTERPRISES, INC.

By: Ritchie L. Bond
Name: Ritchie L. Bond
Title: Treasurer

APEI ACQUISITION CORP.

By: Ritchie L. Bond
Name: Ritchie L. Bond
Title: Treasurer