

# P93000049917

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**MERGER OR SHARE EXCHANGE  
SONOCO PLASTICS, INC.**

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*Merger*  
*11-4-11* *de*



January 3, 2011

FLORIDA DEPARTMENT OF STATE

ASSOCIATED PACKAGING ENTERPRISES, INC.  
1 DICKINSON DRIVE  
SUITE 100  
CHADDS FORD, PA 19317-9665US

SUBJECT: ASSOCIATED PACKAGING ENTERPRISES, INC.  
REF: P93000049917

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE PLAN AND AGREEMENT SUBMITTED IS FOR TWO TOTALLY DIFFERENT CORPORATIONS. PLEASE PROVIDE THE PLAN AND AGREEMENT FOR THE MERGER ON ASSOCIATED PACKAGING ENTERPRISES, INC. MERGING INTO SONOCO PLASTICS, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

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Letter Number: 211A00000036

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Plastics Restructure for

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER**  
of  
**ASSOCIATED PACKAGING ENTERPRISES, INC.**  
with and into  
**SONOCO PLASTICS, INC.**  
Delaware/Florida

Sonoco Plastics, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), desiring to merge (the "Merger") Associated Packaging Enterprises, Inc., a Florida corporation ("APE"), with and into the Corporation pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 607.1107 of the Florida Business Corporations Act (the "FBCA"), 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>
Sonoco Plastics, Inc.	Delaware
Associated Packaging Enterprises, Inc.	Florida

**SECOND:** An Agreement and Plan of Merger, dated as of 12/22, 2010 (the "Merger Agreement"), by and between the Corporation and APE, 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 Sonoco Plastics, Inc. upon the filing of this Certificate of Merger with the Delaware Department of State (the "Effective Time of the Merger").

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

**FIFTH:** An executed copy of the Merger Agreement is on file at the offices of the Surviving Corporation at One North Second Street, Hartsville, SC 29550 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 22<sup>nd</sup> day of December, 2010.

Sonoco Plastics, Inc.

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

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## AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of 12/22, 2010, by and between Associated Packaging Enterprises, Inc., a Florida corporation ("APE") and Sonoco Plastics, Inc. a Delaware corporation ("Plastics"). (such two corporations together being herein sometimes called the "Constituent Corporations").

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

WHEREAS, the respective Boards of Directors and shareholders of APE and Plastics have determined that it is advisable that APE be merged into Plastics 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, APE shall be and hereby is, at the Effective Date, as defined in Article V hereof, merged into Plastics and Plastics 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 Certificate 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, APE shall be merged into Plastics, the separate existence of APE shall cease and Plastics shall continue in existence and such merger shall in all respects have the effect provided for in § 259 of the General Corporation Law of the state of Delaware.

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.

### ARTICLE II TERMS OF TRANSACTION

Upon the Effective Date, each share of APE Common Stock authorized immediately prior to the merger shall be cancelled.

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**ARTICLE III  
CERTIFICATE OF INCORPORATION AND BYLAWS**

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

**ARTICLE IV  
DIRECTORS AND OFFICERS**

The persons who are directors and officers of Plastics immediately before the merger shall continue as the directors and officers of the Surviving Corporation and shall hold office as provided in the Certificate 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 a Certificate of Merger reflecting the terms of this Agreement is filed with the Delaware Secretary of State, herein sometimes called 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.

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

**Sonoco Plastics, Inc.**

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

**Associated Packaging Enterprises, Inc.**

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

Continuation 1449788 v.1

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