

DEC. 29/2006 1:44PM

C S C

NO. 877

P. 1

P93000073257

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000303927 3)))



H060003039273ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

*merger
this is*

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

CSC #2940 TKT

MERGER OR SHARE EXCHANGE

POLYROL PACKAGING SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED
DEC 29 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
2006 DEC 29 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Polyrol Packaging Systems, Inc.	Ohio	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Polyrol Packaging Systems, Inc.	Florida	P93000073257

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 ____/____/____ (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 - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 28, 2006.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 28th day of December, 2006, by and among POLYROL PACKAGING SYSTEMS, INC., an Ohio corporation (the "Surviving Corporation"), and POLYROL PACKAGING SYSTEMS, INC., a Florida corporation ("Polyrol"). The Surviving Corporation and Polyrol are herein referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the total authorized capital stock of the Surviving Corporation consists of 100 Common Shares, without par value, of which 100 are issued and outstanding;

WHEREAS, the total authorized capital stock of Polyrol consists of 100 shares of Common Stock, no par value (the "Polyrol Shares"), of which 100 are issued and outstanding;

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is no longer desirable to continue the existence of Polyrol as a separate entity and that Polyrol should be merged with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act (the "Florida BCA") and the Ohio General Corporation Law (the "Ohio GCL"); and

WHEREAS, the respective Boards of Directors of the Constituent Corporations and the sole shareholder of each of the Constituent Corporations have authorized and approved this Agreement in accordance with the Florida BCA and the Ohio GCL;

NOW, THEREFORE, the Constituent Corporations hereby agree and plan as follows:

1. **The Merger.** Effective at the Effective Time (as defined in Section 6 below), Polyrol shall be merged with and into the Surviving Corporation pursuant to the Florida BCA and the Ohio GCL (the "Merger"). Polyrol Packaging Systems, Inc. shall be the surviving corporation in the Merger. At the Effective Time, the separate corporate existence of Polyrol shall cease, and the Surviving Corporation, to the extent permitted by applicable law, shall succeed to all of the business, properties, assets, and liabilities of Polyrol and shall continue as the Surviving Corporation under the laws of the State of Ohio and with the name "Polyrol Packaging Systems, Inc."

2. **Articles of Incorporation of the Surviving Corporation.** The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger and shall be the Articles of Incorporation of the Surviving Corporation, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

3. **Code of Regulations of the Surviving Corporation.** The Code of Regulations of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger and shall be the Code of Regulations of the Surviving Corporation, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

4. **Directors and Officers of the Surviving Corporation.** The directors and the officers of the Surviving Corporation holding office immediately prior to the Effective Time shall continue in office following the Merger and shall be the directors and the officers, respectively, of the Surviving Corporation, until they shall have resigned or been removed or replaced in accordance with the Articles of Incorporation and the Code of Regulations of the Surviving Corporation or otherwise in accordance with applicable law.

5. **Service of Process.** The Surviving Corporation hereby consents to be sued and served with process in the State of Florida and irrevocably appoints the Secretary of State of Florida as the Surviving Corporation's agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Corporation any obligation of Polyrol or to enforce the rights of a dissenting shareholder of Polyrol.

6. **Effective Time; Certificate and Articles of Merger.** The Merger shall become effective on the date and at the time at which the filing of the Certificate of Merger in the State of Ohio and Articles of Merger in the State of Florida have occurred in the manner required to cause the Merger to become effective under the applicable provisions of the Ohio GCL and the Florida BCA (the "Effective Time").

7. **Terms of Merger.** The terms of the Merger and the mode of carrying them into effect, and the manner and basis of converting the outstanding shares of the capital stock of the Constituent Corporations, shall be as follows:

(a) **Surviving Corporation Shares.** Each share of the capital stock of the Surviving Corporation which is issued and outstanding immediately prior to the Effective Time shall at the Effective Time remain an identical issued and outstanding share of the capital stock of the Surviving Corporation and shall not be changed or converted hereby.

(b) **Polyrol Shares.** Each of the Polyrol Shares issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation, Polyrol or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time, without any consideration being payable or deliverable to any person therefor.

8. **Effect of Merger.** The effect of the Merger shall be as provided in this Agreement and otherwise as provided under the applicable provisions of the laws of the States of Ohio and Florida.

9. **Termination; Amendment.** At any time prior to the Effective Time, if and to the extent permitted by the Ohio GCL and the Florida BCA, the Merger may be abandoned and this Agreement terminated with the approval of the Board of Directors of any one or more of the Constituent Corporations, the approval of this Agreement by the respective Boards of Directors or shareholders thereof notwithstanding. This Agreement may, to the extent permitted by the Ohio GCL and the Florida BCA.

DEC. 29. 2006 1:45PM C S C

NO. 877 P. 6

IN WITNESS WHEREOF, each of the Constituent Corporations has executed and delivered this Agreement and Plan of Merger by its duly authorized officer as of the date first written above.

POLYROL PACKAGING SYSTEMS, INC.
(the "Surviving Corporation")

POLYROL PACKAGING SYSTEMS, INC.
("Polyrol")

By: 
Daryl D. Manzetti, Secretary

By: 
Daryl D. Manzetti, Secretary