

JAN-22-2007 10:11

994600017507

P.01

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.

((H06000303530 3)))



H060003035303ABCU

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) 205-0180

From: Account Name : MACPARIANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813) 273-4304
Fax Number : (813) 273-4396

RECEIVED

07 JAN -2 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Florida Envelope Manufacturing Corporation

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.75

FILED
06 DEC 29 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Merger
12-29-06
12-31-06



December 29, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA ENVELOPE MANUFACTURING CORPORATION
C/O GRIFFITH & JACOBSON, LLC
55 W MONROE, SUITE 3550
CHICAGO, IL 60603US

SUBJECT: FLORIDA ENVELOPE MANUFACTURING CORPORATION
REF: P94000017507

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 date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6916.

Carol Mustain
Document Specialist

FAX Aud. #: H06000303530
Letter Number: 606A00073077

H06-000303530

**ARTICLES OF MERGER (Florida)
OF FLORIDA ENVELOPE COMPANY, A FLORIDA CORPORATION AND
AUGUST INVESTMENTS, INC., A FLORIDA CORPORATION
INTO FLORIDA ENVELOPE MANUFACTURING CORPORATION, A FLORIDA
CORPORATION**

12-31-06
etc

**ARTICLE I
Names and Surviving Corporation**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
FLORIDA ENVELOPE COMPANY L 86539	Florida
AUGUST INVESTMENTS, INC. P06000087S19	Florida
FLORIDA ENVELOPE MANUFACTURING CORPORATION	Florida
FLORIDA ENVELOPE MANUFACTURING CORPORATION, corporation, shall be the surviving corporation.	Florida

**ARTICLE II
Plan of Merger**

The plan of merger is attached hereto as Exhibit A.

**ARTICLE III
Adoption of Merger by Surviving Corporation**

The date of adoption of the plan of merger by the shareholders of each corporation is:


<u>Name</u>	<u>Date of Adoption</u>	<u>Effective Date</u>
FLORIDA ENVELOPE COMPANY, a Florida corporation	December 29, 2006	December 31, 2006
AUGUST INVESTMENTS, INC., a Florida corporation	December 29, 2006	December 31, 2006
FLORIDA ENVELOPE MANUFACTURING CORPORATION, a Florida corporation	December 29, 2006	December 31, 2006

FILED
06 DEC 29 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLE IV
Date Effective

The merger shall be effective as of December 31, 2006.


FLORIDA ENVELOPE COMPANY
a Florida corporation

By: 
Richard E. Eckaus
President

AUGUST INVESTMENTS, INC.
a Florida corporation

By: 
Richard E. Eckaus
President

**FLORIDA ENVELOPE MANUFACTURING
CORPORATION**
a Florida corporation

By: 
Richard E. Eckaus
President

H06-000303530

EXHIBIT A

**PLAN OF MERGER
of
FLORIDA ENVELOPE COMPANY, A FLORIDA CORPORATION
and
AUGUST INVESTMENTS, INC., A FLORIDA CORPORATION
and
FLORIDA ENVELOPE MANUFACTURING CORPORATION,
A FLORIDA CORPORATION**

The following plan of merger is submitted in compliance with §607.1101 *et seq.* of the Florida Business Corporation Act, is a plan of merger between **FLORIDA ENVELOPE COMPANY**, a Florida corporation and **AUGUST INVESTMENTS, INC.**, a Florida corporation and **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation.

**ARTICLE I
Constituent Corporations**

The name of and jurisdiction of the surviving corporation is **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation. The name and jurisdiction of the merging corporations are **FLORIDA ENVELOPE COMPANY**, a Florida corporation and **AUGUST INVESTMENTS, INC.**, a Florida corporation.

**ARTICLE II
Merger**

Under §607.1101 *et seq.* of the Florida Business Corporation Act, **FLORIDA ENVELOPE COMPANY**, a Florida corporation and **AUGUST INVESTMENTS, INC.**, a Florida corporation shall be merged into **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation (the "Merger").

**ARTICLE III
Surviving Corporation**

FLORIDA ENVELOPE MANUFACTURING CORPORATION, a Florida corporation, shall be the surviving corporation of the Merger.

H06-000303530

ARTICLE IV
Articles of Incorporation

The articles of incorporation of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, in effect immediately before the Merger shall not be changed by the Merger and shall continue to be its articles of incorporation subsequent to the Merger.

ARTICLE V
Directors and Officers

The directors of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, immediately following the Merger shall be:

Richard E. Eckaus Director

The officers of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, immediately following the Merger shall be:

Richard E. Eckaus President/Secretary/Treasurer
Luis Rojas Vice President

ARTICLE VI
Shareholders

The shareholders of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, immediately following the Merger shall be the shareholders of **AUGUST INVESTMENTS, INC.**, a Florida corporation, prior to the Merger.

ARTICLE VII
Stock Restriction Agreement

The Stock Restriction Agreement controlling the outstanding shares of **AUGUST INVESTMENTS, INC.**, a Florida corporation, prior to the Merger shall continue to bind the outstanding shares of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, immediately following the Merger.

ARTICLE VIII
Assets and Liabilities

On the effective date of the Merger, the separate existence of **FLORIDA ENVELOPE COMPANY**, a Florida corporation and **AUGUST INVESTMENTS, INC.**, a Florida

H06-000303530

H06-000303530

corporation, shall cease and **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, without further action, shall possess all of their rights and privileges immediately preceding the Merger. All assets of any nature of **FLORIDA ENVELOPE COMPANY**, a Florida corporation and all assets of any nature of **AUGUST INVESTMENTS, INC.**, a Florida corporation, without further action, shall be vested in **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, immediately following the Merger. Following the Merger, **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, shall be responsible for all liabilities and obligations of **FLORIDA ENVELOPE COMPANY**, a Florida corporation and shall be responsible for all liabilities and obligations of **AUGUST INVESTMENTS, INC.**, a Florida corporation. Any claim existing or action or proceeding pending against **FLORIDA ENVELOPE COMPANY**, a Florida corporation or **AUGUST INVESTMENTS, INC.**, a Florida corporation, may be continued as if the Merger did not occur or **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, may be substituted for **FLORIDA ENVELOPE COMPANY**, a Florida corporation or **AUGUST INVESTMENTS, INC.**, a Florida corporation, in any such proceeding. Neither the rights of creditors of nor any liens on the property of **FLORIDA ENVELOPE COMPANY**, a Florida corporation or **AUGUST INVESTMENTS, INC.**, a Florida corporation shall be impaired by the Merger.

ARTICLE IX
Effective Date

The Merger shall be effective as of December 31, 2006.


ARTICLE X
Abandonment

Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of **FLORIDA ENVELOPE MANUFACTURING CORPORATION**, a Florida corporation, or the board of directors of **FLORIDA ENVELOPE COMPANY**, a Florida corporation, or the board of directors of **AUGUST INVESTMENTS, INC.**, a Florida corporation, at any time before the filing of the articles of merger.


[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, this plan of merger has been executed by the undersigned officers effective December 31, 2006.


FLORIDA ENVELOPE COMPANY
a Florida corporation

By: 
Richard E. Eckaus
President

AUGUST INVESTMENTS, INC.
a Florida corporation

By: 
Richard E. Eckaus
President

FLORIDA ENVELOPE MANUFACTURING CORPORATION
a Florida corporation

By: 
Richard E. Eckaus
President