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P94000028759

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CORPORATION(S) NAME

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Mary Bryan Recycling, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MARY BRYAN RECYCLING, INC., a Florida corporation P97000072137

INTO

TECHNICAL SOURCES AND RESOURCES, INC., a Florida corporation,
P94000028759.

File date: December 18, 1998

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mary Bryan Recycling, Inc. 200 Solana Rd. Ste. C Ponte Vedra Beach, FL 32082 Florida Document/Registration Number: <u>P97000072137</u>	Florida	Corporation <u>FEI#: 59-3465624</u>

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Technical Sources and Resources, Inc. 200 Solano Rd. Ste. C Ponte Vedra Beach, FL 32082 Florida Document/Registration Number: <u>P94000028759</u>	Florida	Corporation <u>FEI#: 59-3237629</u>

THIRD: The attached Plan of Merger meets the requirements of section 607.1104, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

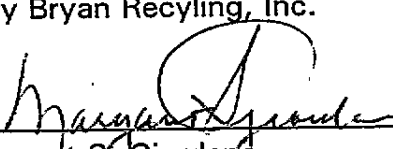
FOURTH: The surviving entity did not need shareholder approval pursuant to section 607.1103(7), Florida Statutes.

FIFTH: The effective date of the articles of merger shall be at the close of business on December 31, 1998. The Plan of Merger was adopted by the shareholders of both corporations on Nov. 30, 1998.

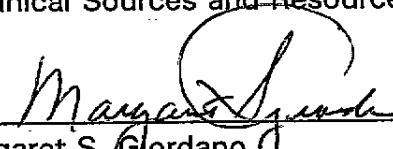
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Signed as of November 30, 1998.

Mary Bryan Recycling, Inc.

By: 
Margaret S. Giordano
Assistant Secretary

Technical Sources and Resources, Inc.

By: 
Margaret S. Giordano
Assistant Secretary

**PLAN OF MERGER
AGREEMENT OF MERGER**

MERGING

MARY BRYAN RECYCLING, INC.
A Florida Corporation

INTO

TECHNICAL SOURCES AND RESOURCES, INC.
A Florida Corporation

AGREEMENT OF MERGER, dated this 30th day of November 1998, made by and between Mary Bryan Recycling, Inc., a corporation organized and existing under the laws of the State of Florida, and Technical Sources and Resources, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that Mary Bryan Recycling, Inc. be merged into Technical Sources and Resources, Inc. and

WHEREAS, the provisions of Section 607.1104 of the Florida Business Corporation Act authorizes the merger of a subsidiary and parent corporation,

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: Mary Bryan Recycling, Inc., organized and existing under the laws of the State of Florida, shall be and hereby is merged into Technical Sources and Resources, Inc., organized and existing under the laws of the State of Florida, and said Technical Sources and Resources, Inc. hereby merges into itself said Mary Bryan Recycling, Inc. (hereinafter in this agreement referred to as the "disappearing corporation"); said Technical Sources and Resources, Inc. shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "surviving corporation") and shall be governed by the laws of the State of Florida.

SECOND: The manner of converting the outstanding shares of 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 Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding and the surviving corporation shall receive no compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

THIRD: The terms and conditions of the merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws 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 at the close of business on December 31, 1998.

(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 Disappearing 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 Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing 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 Disappearing 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 intent and purposes hereof and the proper officers and directors of the Disappearing 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.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Mary Bryan Recycling, Inc. shall cease and the said, Mary Bryan Recycling, Inc. shall be merged into the surviving corporation in accordance with this agreement of merger.

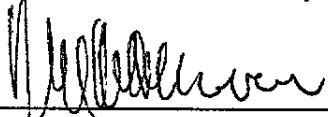
The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

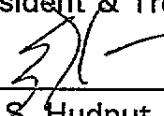
The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

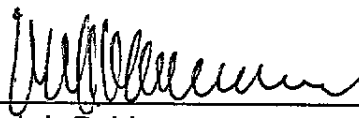
IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed by the Vice President and Secretary of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 30th day of November 1998.

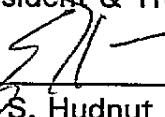
Technical Sources and Resources, Inc.

By: 
Michael J. Robinson
Vice President & Treasurer

By: 
Stewart S. Hudnut
Vice President & Secretary

Mary Bryan Recycling, Inc.

By: 
Michael J. Robinson
Vice President & Treasurer

By: 
Stewart S. Hudnut
Vice President & Secretary