

P940000 30798
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TALLAHASSEE FLORIDA

MERGER OR SHARE EXCHANGE

Parcel Acquisition Corp.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$288.75

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File Ref 1518597-0001 Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PARCEL M-I, INC., a Florida corporation, P94000030798

PARCEL M-II, INC., a Florida corporation, P95000075035

PARCEL D DEVELOPMENT, INC., a Florida corporation, P96000070408

PARCEL Y DEVELOPMENT, INC., a Florida corporation, P96000072069

PARCEL Z, INC., a Florida corporation, P94000002811

PARCEL Z-II, INC., a Florida corporation, P95000005242

PARCEL F, INC., a Delaware corporation not authorized to transact business in
the State of Florida

*****THIS MERGER WAS FILMED TO DOCUMENT NUMBER
P94000030798*****

INTO

PARCEL ACQUISITION CORP. a Delaware corporation not qualified in Florida

File date: March 15, 2000

Corporate Specialist: Darlene Connell

Fax Audit NO. H00000011829

ARTICLES OF MERGER
OF
PARCEL M-I, INC.,
PARCEL M-II, INC.,
PARCEL D DEVELOPMENT, INC.,
PARCEL Y DEVELOPMENT, INC.,
PARCEL Z, INC.,
PARCEL F, INC.,
AND
PARCEL Z-II, INC.,
WITH AND INTO
PARCEL ACQUISITION CORP.

FILED
00 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. Parcel M-I, Inc., a Florida corporation ("Parcel M-I"), Parcel M-II, Inc., a Florida corporation ("Parcel M-II"), Parcel D Development, Inc., a Florida corporation ("Parcel D"), Parcel Y Development, Inc., a Florida corporation ("Parcel Y"), Parcel Z, Inc., a Florida corporation ("Parcel Z"), Parcel F, Inc., a Delaware corporation ("Parcel F"), and Parcel Z-II, Inc., a Florida corporation ("Parcel Z-II") shall be merged with and into Parcel Acquisition Corp., a Delaware corporation ("Acquisition Corp."), which shall be the Surviving Corporation, (the "Merger").

2. The Agreement and Plan of Merger dated as of March 15, 2000, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted in accordance with Section 607.1101 of the Florida Statutes, and by the sole shareholder of Parcel M-I by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel M-II by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel D by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel Y by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel Z by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel F by unanimous written consent dated as of March 15, 2000, by the sole shareholder of Parcel Z-II by

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unanimous written consent dated as of March 15, 2000, and by the sole shareholder of Acquisition Corp. by unanimous written consent dated as of March 15, 2000.

3. The Certificate of Incorporation of Parcel Acquisition Corp. as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F, Parcel Z-II, and Acquisition Corp. by their respective authorized officers as of March 15, 2000.

PARCEL M-I, INC., a Florida corporation

By: 

James McCarthy, President

PARCEL M-II, INC., a Florida corporation

By: 

James McCarthy, President

PARCEL D DEVELOPMENT, INC., a Florida corporation

By: 

James McCarthy, President

PARCEL Y DEVELOPMENT, INC., a Florida corporation

By: 

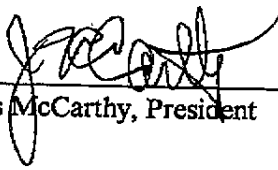
James McCarthy, President

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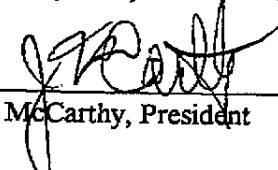
PARCEL Z, INC., a Florida corporation

By: 
James McCarthy, President

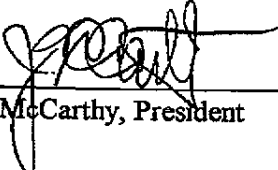
PARCEL F, INC., a Delaware corporation

By: 
James McCarthy, President

PARCEL Z-II, INC., a Florida corporation

By: 
James McCarthy, President

PARCEL ACQUISITION CORP., a Delaware corporation

By: 
James McCarthy, President

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AGREEMENT AND PLAN OF MERGER

OF

PARCEL M-I, INC.,

PARCEL M-II, INC.,

PARCEL D DEVELOPMENT, INC.,

PARCEL Y DEVELOPMENT, INC.,

PARCEL Z, INC.,

PARCEL F, INC. AND

PARCEL Z-II, INC.

WITH AND INTO

PARCEL ACQUISITION CORP.

This Agreement and Plan of Merger dated as of March 15, 2000, is made by and between PARCEL M-I, INC., a corporation organized and existing under the laws of the State of Florida ("PARCEL M-I" or a "Constituent Corporation"), PARCEL M-II, INC., a corporation organized and existing under the laws of the State of Florida ("Parcel M-II" or a "Constituent Corporation"), PARCEL D DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Florida ("Parcel D" or a "Constituent Corporation"), PARCEL Y DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Florida ("Parcel Y" or a "Constituent Corporation"), PARCEL Z, INC., a corporation organized and existing under the laws of the State of Florida ("Parcel Z" or a "Constituent Corporation"), PARCEL Z-II, INC., a corporation organized and existing under the laws of the State of Florida ("Parcel Z-II" or a "Constituent Corporation"), PARCEL F, INC., a corporation organized and existing under the laws of the State of Delaware ("Parcel F" or a "Constituent Corporation"; Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel Z-II and Parcel F collectively, the "Merging Corporations") and PARCEL ACQUISITION CORP., a corporation organized and existing under the laws of Delaware ("Acquisition Corp." or a "Constituent Corporation" or the "Surviving Corporation").

RECITALS

Pursuant to this Agreement and Plan of Merger, Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II shall be merged with and into Acquisition Corp. (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II shall be

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converted into shares of the common stock of Acquisition Corp. and all the issued and outstanding shares of Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II into shares of Acquisition Corp., and such other terms and conditions as may be required or desired and permitted. The Board of Directors of Parcel Z, Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F, Parcel Z-II and Acquisition Corp. deem the Merger desirable and in the best interests of its shareholders and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 9 below), in accordance with the provisions of this Agreement and Plan of Merger, the Florida Business Corporation Act, and the Delaware General Corporation Law, Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II shall be merged with and into Acquisition Corp., which shall be the Surviving Corporation, and the separate existences of Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F and Parcel Z-II shall cease. Acquisition Corp., as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.
2. The Certificate of Incorporation of Acquisition Corp. as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.
3. The Bylaws of Acquisition Corp. as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation.
4. The Board of Directors and officers of Acquisition Corp. at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.
5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel M-I shall be cancelled and the shareholders of Parcel M-I shall not receive any stock of the Surviving Corporation.

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6. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel M-II shall be cancelled and the shareholders of Parcel M-II shall not receive any stock of the Surviving Corporation.

7. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel D shall be cancelled and the shareholders of Parcel D shall not receive any stock of the Surviving Corporation.

8. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel Y shall be cancelled and the shareholders of Parcel Y shall not receive any stock of the Surviving Corporation.

9. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel Z shall be cancelled and the shareholders of Parcel Z shall not receive any stock of the Surviving Corporation.

10. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel F shall be cancelled and the shareholders of Parcel F shall not receive any stock of the Surviving Corporation.

11. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Parcel Z-II shall be cancelled and the shareholders of Parcel Z-II shall not receive any stock of the Surviving Corporation.

12. Immediately prior to the Merger, (i) each of Parcel Z and Parcel Z-II are wholly-owned subsidiaries of Parcel F, (ii) each of Parcel F and Parcel D are wholly-owned subsidiaries of the Surviving Corporation and (iii) Parcel M, Parcel M-II, Parcel Y and the Surviving Corporation are wholly-owned subsidiaries of Tomen America, Inc., a New York corporation ("Tomen"). As a result of each of the Constituent Corporations being directly or indirectly wholly-owned subsidiaries of Tomen immediately prior to the Merger, the issuance of shares in the Surviving Corporation to the sole shareholder of each of the Merging Corporations would not have any economic ramification. Therefore, no shares of the Surviving Corporation are being issued to any of the Merging Corporations in the Merger.

13. The Merger shall become effective on the day that the Articles of Merger and Certificate of Merger of each of the Constituent Corporations have been filed by the Secretary of State of Florida and the Secretary of State of Delaware (the "Effective Date").

[Signatures on next page.]

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IN WITNESS WHEREOF, Parcel M-I, Parcel M-II, Parcel D, Parcel Y, Parcel Z, Parcel F, Parcel Z-II and Acquisition Corp. have caused this Agreement and Plan of Merger to be signed in their corporate names by an authorized officer as of the day and year first above written.

PARCEL M-I, INC., a Florida corporation

By: Name: James McCarthyTitle: President

PARCEL M-II, INC., a Florida corporation

By: Name: James McCarthyTitle: President

PARCEL D DEVELOPMENT, INC., a Florida corporation

By: Name: James McCarthyTitle: President

PARCEL Y DEVELOPMENT, INC., a Florida corporation

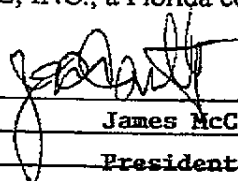
By: Name: James McCarthyTitle: President

PARCEL F, INC., a Delaware corporation

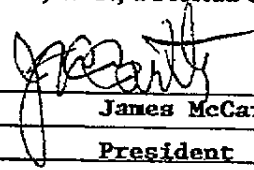
By: Name: James McCarthyTitle: President

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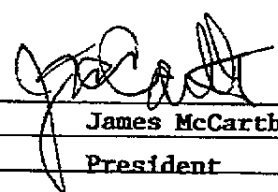
PARCEL Z, INC., a Florida corporation

By: 
Name: James McCarthy
Title: President

PARCEL Z-II, INC., a Florida corporation

By: 
Name: James McCarthy
Title: President

PARCEL ACQUISITION CORP., a Delaware corporation

By: 
Name: James McCarthy
Title: President