

**P95000051262**

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95 JUN 30 PM 2:55  
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SECRET  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
904-222-1092  
**CORPORATION(S) NAME**

700001528337  
-06/30/95--01038--035  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*M : A Eagle Corporation*

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> Profit - Articles | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                    | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company    | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign                      | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership          | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Reinstatement                | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS/ G/S           |
| <input type="checkbox"/> Certified Copy               | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call When Ready              | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In           |   |   |
| <input type="checkbox"/> Mail Out                     |   |   |

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Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/30/95  
3.00

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D. BROWN JUN 30 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**M & A EAGLE CORPORATION**

. . .

- 1) The name of the Corporation is: M & A Eagle Corporation
- 2) The Corporation's purpose is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the state of Florida.
- 3) The number of shares the Corporation is authorized to issue is 60,000. All such shares shall be without par value.
- 4) The registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The resident agent at such address is CT Corporation System.
- 5) The number of Directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first Annual Meeting of Shareholders or until their successors are elected and qualified are as follows:
  - a) Archie A. Richardson, 777 Highway 98 East, Mary Esther, Florida 32569
  - b) Mary B. Richardson, 777 Highway 98 East, Mary Esther, Florida 32569

777 Highway 98 East, Mary Esther, Florida 32569 is also the principal office and mailing address of this corporation.

6) To the fullest extent permitted by law, no Director of the Corporation shall be personally liable to the Corporation or its Shareholders for monetary damages for breach of the Director's fiduciary duty.

7) The sole Incorporator of the Corporation is Lois E. Walker, c/o Butzel Long, Suite 900, 150 W. Jefferson Avenue, Detroit, Michigan 48226.

The undersigned has executed these Articles of Incorporation this 29th day of June, 1995.

  
LOIS E. WALKER, Sole Incorporator

Acceptance by the Registered Agent  
as required in Section 607.0501(3) F.S.

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

Date: 6/30, 1995

By: Connie Bryan  
Its: CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

FILED  
95 JUN 30 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000051262



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EAGLE PACKAGING CORPORATION, a Michigan corporation not qualified to  
transact business in the State of Florida.

INTO

**M & A EAGLE CORPORATION**, a Florida corporation, P95000051262

File date: December 29, 1995

Corporate Specialist: Darlene Connell

P9500005/262  
Document Number Only

FILED  
55 DEC 29 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Fl. 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

600001673086  
-12/28/95--01063--007  
\*\*\*\*122.50 \*\*\*\*122.50

Eagle Packaging Corporation  
merging into.

M+A Eagle Corporation

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|--|---|---|
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| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           |   | <input type="checkbox"/> After 4:30         |
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12-28  
3pm

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Merger  
1/3/96  
DC



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 29, 1995

C T CORPORATION SYSTEM

SUBJECT: M & A EAGLE CORPORATION  
Ref. Number: P95000051262

We have received your document for M & A EAGLE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE LIST A DATE OF ADOPTION WITHIN YOUR MERGER.

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 095A00055667

Date of Adoption  
12-21-95

RECEIVED  
DIVISION OF CORPORATIONS

96 JAN -2 PM 3:26

1-3pm  
walk in / pickup

Darlene <sup>back</sup>  
Please date this  
to 12-29-95  
Please call me if any  
questions or problems  
222-1092.  
Thanks -  
Tammara

**ARTICLES OF MERGER**  
(Pursuant to § 607.1105 of the  
Florida Business Corporation Act, as amended)

This Merger is made by and between **Eagle Packaging Corporation**, a Michigan corporation ("Target") and **M & A Eagle Corporation**, a Florida corporation ("Survivor"), whose principal place of business is 777 Highway 98 East, Mary Esther, Florida. Target and Survivor desire to enter into a transaction ("Merger") on the terms and conditions set forth below, pursuant to which they will merge, with Survivor as the surviving corporation.

The terms of the Merger are as follows:

1. **Shareholder Approval.** The shareholder of both the Target and the Survivor has approved the transaction.
2. **Effective Date.** The merger will be effective December 27th, 1995. Date of Adoption: December 21, 1995
3. **Plan of Merger.** See Agreement and Plan of Merger attached to these Articles of Merger.
4. **Intent.** The intent of the Target and Survivor is that the merger will be a tax free reorganization pursuant to Internal Revenue Code § 368(a)(1)(F).

Signed this 21st day of December, 1995.

**EAGLE PACKAGING CORPORATION, a  
Michigan Corporation**

By: 

Archie A. Richardson, President

**M & A EAGLE CORPORATION, a Florida  
corporation**

By: 

Archie A. Richardson, President

## AGREEMENT AND PLAN OF MERGER

This Agreement is made as of the 21st day of December, 1995, by and between **Eagle Packaging Corporation**, a Michigan corporation ("Target") and **M & A Eagle Corporation**, a Florida corporation ("Survivor").

### RECITALS

1. Target is a Michigan corporation whose principal place of business was located in Livonia, Michigan. All of the issued and outstanding stock of Target (3,522 shares of voting common stock) is owned by Archie A. Richardson.

2. Survivor is a Florida corporation whose principal place of business is 777 Highway 98 East, Mary Esther, Florida. All of the issued and outstanding stock of Survivor ( 3,522 shares of voting common stock) is owned by Archie A. Richardson.

3. Target and Survivor desire to enter into a transaction (the "Merger") on the terms and conditions set forth below, pursuant to which they will merge, with Survivor as the surviving corporation.

4. The intent of the Target and Survivor is that the merger will be a tax free reorganization pursuant to Internal Revenue Code § 368(a)(1)(F).

In consideration of the mutual promises set forth herein, the parties agree as follows:

1. Merger of Entities. At the Effective Time as defined below, Target shall be merged into Survivor in accordance with and

subject to the terms and conditions of this Agreement and of the Florida Business Corporation Act, as amended (the "Act"). Survivor shall be the surviving corporation and its corporate existence, with all the rights, privileges, immunities and franchises appurtenant thereto, shall continue unaffected and unimpaired by the Merger. The corporate existence of Target with all the rights, privileges, immunities and franchises appurtenant thereto, shall be merged into Survivor, which, as the surviving corporation, shall be fully vested therewith in accordance with the Act. The separate existence and corporate organization of Target shall cease upon the Effective Time.

2. Effective Time. The Merger shall become effective ("Effective Time") upon the close of business on December 27, 1995.

3. Articles of Incorporation and By-Laws. From and after the Effective Time, the Articles of Incorporation of Survivor theretofore in existence shall continue to be the Articles of Incorporation of Survivor as the surviving corporation; and the By-Laws of Survivor theretofore in existence shall continue to be the By-Laws of Survivor as the surviving corporation.

4. Exchange and Cancellation of Shares. At the Effective Time, the following exchange and cancellation of shares shall take place: Survivor, as sole shareholder of Target prior thereto, shall cancel its shares of Target.

5. Effects of the Merger. At the Effective Time, all the rights, privileges, immunities, powers and purposes and all the property, real and personal, including subscriptions for shares,

causes of action and every other asset of Target, shall be vested in Survivor, as the surviving corporation, without further act or deed. Survivor as the surviving corporation, shall assume and be liable for all the liabilities, obligations and penalties of Target.

6. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, The parties hereto have executed this Agreement and Plan of Merger on the date first above written.

EAGLE PACKAGING CORPORATION, a  
Michigan corporation

By: 

Archie A. Richardson

Its: President

M & A EAGLE CORPORATION, a  
Florida corporation

By: 

Archie A. Richardson

Its: President

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