

12-29-2008 02:56 PM

P95000055598

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.

((H08000280681 3)))



H080002806813ABCO

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 DEC 29 PM 12:07

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : GRAY ROBINSON, P.A.
Account Number : I20000000092
Phone : (863) 284-2200
Fax Number : (863) 688-9771

EFFECTIVE DATE
12.31.08

MERGER OR SHARE EXCHANGE

Ennis Containers, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger
CC
@ 12/29/08

RECEIVED

2008 DEC 29 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

3

(H08000280681 3)

ARTICLES OF MERGER
OF
ENNIS DRUM SERVICE, INC.
INTO
ENNIS CONTAINERS, INC.

EFFECTIVE DATE
12.31.08

1. ENNIS DRUM SERVICE, INC. (Document Number 550864), a Florida corporation, and ENNIS CONTAINERS, INC. (Document Number P95000055598), a Florida corporation, are parties to a merger, with ENNIS CONTAINERS, INC. being the Surviving Company.

2. A true and complete copy of the Plan of Merger is attached hereto as Exhibit "A."

3. No change in the Articles of Incorporation of ENNIS CONTAINERS, INC., being the Surviving Company, shall be effected by the merger.

4. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Time") beginning at 11:59 p.m., December 31, 2008.

5. The dates of the adoption and approval of the Plan of Merger by the sole shareholder of ENNIS DRUM SERVICE, INC. and by the sole shareholder of ENNIS CONTAINERS, INC. are as follows:

<u>Name of Corporation</u>	<u>Date</u>
ENNIS DRUM SERVICE, INC.	December 29, 2008
ENNIS CONTAINERS, INC.	December 29, 2008

6. As to each of the undersigned corporations, the number of shares outstanding, with all such shares being voting common stock, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
ENNIS DRUM SERVICE, INC.	50
ENNIS CONTAINERS, INC.	100

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 DEC 29 PM 12:07

(H08000280681 3)

8. As to each of the undersigned corporations, the total number of shares voting for and voting against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
ENNIS DRUM SERVICE, INC.	50	0
ENNIS CONTAINERS, INC.	100	0

9. The merger provided for herein is permitted under the laws of the State of Florida and has been authorized in compliance with said laws.

IN WITNESS WHEREOF, ENNIS DRUM SERVICE, INC. has caused these Articles of Merger to be executed by its undersigned officer duly authorized, this 29th day of December, 2008.

ENNIS DRUM SERVICE, INC.,
a Florida corporation

By: 

Darrell D. Ennis, President

IN WITNESS WHEREOF, ENNIS CONTAINERS, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 29th day of December, 2008.

ENNIS CONTAINERS, INC.,
a Florida corporation

By: 

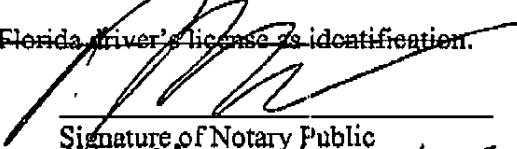
Darrell D. Ennis, President

(H08000280681 3)

(H08000280681 3)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29TH day of December, 2008, by Darrell D. Ennis, being the President of ENNIS DRUM SERVICE, INC., a Florida corporation, on behalf of the Corporation. Such person did not take an oath and is/are personally known to me ~~or has produced a current Florida driver's license as identification.~~


Signature of Notary Public

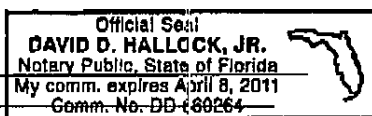
(AFFIX NOTARY SEAL)

David D. Hallock, Jr.
Name of Notary Public

(Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29TH day of December, 2008, by Darrell D. Ennis, being the President of ENNIS CONTAINERS, INC., a Florida corporation, on behalf of the Corporation. Such person did not take an oath and is/are personally known to me ~~or has produced a current Florida driver's license as identification.~~


Signature of Notary Public

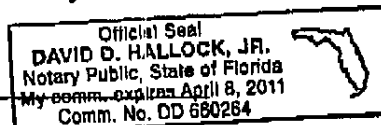
(AFFIX NOTARY SEAL)

David D. Hallock, Jr.
Name of Notary Public

(Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):



(H08000280681 3)

PLAN OF MERGER**I. Corporations Proposing to Merge and the Surviving Corporation.**

(a) The Corporations proposing to merge are ENNIS DRUM SERVICE, INC., a Florida corporation and ENNIS CONTAINERS, INC., a Florida corporation.

(b) As of the Effective Time of the merger as specified in the Articles of Merger (referred to herein as the "Effective Time"), ENNIS DRUM SERVICE, INC. shall be merged into ENNIS CONTAINERS, INC. in accordance with the applicable laws of the State of Florida and the terms and provisions of this Plan of Merger. ENNIS CONTAINERS, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) ENNIS CONTAINERS, INC. is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes.

(d) ENNIS DRUM SERVICE, INC. is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of ENNIS CONTAINERS, INC. shall continue unaffected and unimpaired by the merger.

(b) As of the Effective Time, the separate existence of ENNIS DRUM SERVICE, INC. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of ENNIS DRUM SERVICE, INC., shall be transferred to, vest in and evolve upon ENNIS CONTAINERS, INC., as the Surviving Company, without further act or deed.

(c) From and after the Effective Time, ENNIS CONTAINERS, INC., as the Surviving Company, shall be responsible and liable for all of the debts, liabilities and obligations of ENNIS DRUM SERVICE, INC., to the extent required by law; and any claim existing and



(H08000280681 3)

(H08000280681 3)

any action or proceeding pending by or against ENNIS DRUM SERVICE, INC., may be prosecuted as if the merger had not taken place or, alternatively, ENNIS CONTAINERS, INC., as the Surviving Corporation, may be substituted in the place of ENNIS DRUM SERVICE, INC.

(d) If, at any time, ENNIS CONTAINERS, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in ENNIS CONTAINERS, INC., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of ENNIS DRUM SERVICE, INC. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of ENNIS DRUM SERVICE, INC., or, alternatively, the corresponding officers of ENNIS CONTAINERS, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of ENNIS DRUM SERVICE, INC. in ENNIS CONTAINERS, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Shares of the Merging Corporation into Shares of the Surviving Corporation.

(a) The authorized stock of ENNIS DRUM SERVICE, INC. consists of voting common stock (referred to herein as the "Merging Corporation's Stock"), of which One Hundred (100) shares, of which Fifty (50) shares are presently issued and outstanding. The authorized stock of ENNIS CONTAINERS, INC. consists of voting common stock (referred to herein as the "Surviving Corporation's Stock") of Seven Thousand Five Hundred (7,500) shares of which One Hundred (100) shares are presently issued and outstanding.

(b) As of the Effective Time, all of the authorized but unissued shares of the Merging Corporation's Stock will be cancelled and no shares will be issued in lieu thereof. The

(H08000280681 3)

(H08000280681 3)

authorized shares of the Surviving Corporation's Stock shall be the authorized shares of the capital stock of the Surviving Corporation.

(c) As of the Effective Time, Fifty (50) shares of the Merging Corporation's Stock presently outstanding shall be converted into and become Fifty (50) shares of the Surviving Corporation's Stock. Consequently, at conclusion of the merger, the Surviving Corporation shall have issued and outstanding One Hundred Fifty (150) shares of its stock, being all of the Surviving Corporation's then issued and outstanding shares. The One Hundred Fifty (150) shares of issued and outstanding stock of the Surviving Corporation will consist of the One Hundred (100) shares of the common stock presently issued and outstanding and the Fifty (50) shares of the common stock issued in the conversion of Merging Corporation's Stock.

(d) As soon as practicable after the Effective Time, the shareholders of ENNIS DRUM SERVICE, INC. shall surrender their certificate representing the Fifty (50) shares of the Merging Corporation's Stock presently issued and outstanding and shall be entitled to receive a certificate evidencing Fifty (50) shares of the Surviving Corporation's Stock.

IV. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation.

(a) Articles of Incorporation. No change to the Articles of Incorporation, as amended, of ENNIS CONTAINERS, INC., being the Surviving Corporation, shall be effected by the merger, and the Articles of Incorporation, as amended, of ENNIS CONTAINERS, INC., in the form presently on file with the office of the Florida Secretary of State, shall, on and after the Effective Time constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) Bylaws. On and after the Effective Time, the Bylaws of ENNIS CONTAINERS, INC., in their present form, shall be the Bylaws of the Surviving Corporation unless and until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(H08000280681 3)

(H08000280681 3)

(c) Directors. As of the Effective Time, each current director of ENNIS CONTAINERS, INC. shall become the Director of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) Abandonment of Merger. This Plan of Merger may be abandoned by the mutual consent of ENNIS DRUM SERVICE, INC. and ENNIS CONTAINERS, INC., each acting by its Board of Directors, at any time before the Effective Time.

(b) Purpose. The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish a merger of ENNIS DRUM SERVICE, INC. into ENNIS CONTAINERS, INC., as the Surviving Corporation, pursuant to the applicable provisions of §368, Internal Revenue Code of 1986, as amended, and pursuant to the applicable provisions of Chapter 607, Florida Statutes, as amended.

(H08000280681 3)