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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JAN 10 2003

Merger

**Thornton & Torrence, P. A.**  
Attorneys at Law

RONALD G. THORNTON  
ALFRED W. TORRENCE, JR.

ACCREDITED ESTATE PLANNERS  
BY NATIONAL ASSOCIATION OF ESTATE PLANNERS

6645 RIDGE ROAD  
PORT RICHEY, FL 34668  
Phone: 727-845-6224  
Fax: 727-845-7895  
E-mail: [TTLawOffice@CS.COM](mailto:TTLawOffice@CS.COM)

December 26, 2002

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger - Seaway Plastics Engineering, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Merger for Seaway Mold & Engineering, Inc. to the above corporation.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$70.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Yours truly,

THORNTON & TORRENCE, P.A.



Alfred W. Torrence, Jr., Esquire

AWT:ng

Enclosure

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

SEAWAY MOLD & ENGINEERING, INC., a Florida entity, J64143

INTO

**SEAWAY PLASTICS ENGINEERING, INC.**, a Florida entity, P95000095796.

File date: December 30, 2002

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER AND  
AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 18<sup>th</sup> day of December 2002, by and between the following named corporations (hereinafter collectively referred to as the "Constituent Corporations"):

**I - SURVIVING CORPORATION**

Seaway Plastics Engineering, Inc. a Florida corporation (the "Surviving Corporation").

Date of incorporation: January 1, 1996

Capitalization: 10,000 shares authorized common shares, \$0.01 par value

125 shares outstanding

**II - MERGING CORPORATION**

Seaway Mold & Engineering, Inc., a Florida corporation (the "Merging Corporation")

Date of incorporation: March 27, 1987

Capitalization: 5,000 shares authorized common shares, \$1.00 par value

125 shares outstanding

**WITNESSETH:**

WHEREAS:

1. The Merging Corporation is duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization is described above; and

2. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization is described above.

WHEREAS, the directors of the Surviving Corporation deem it advisable that the Constituent Corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

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SECRETARY OF STATE

WHEREAS, the entire outstanding capital stock of the Constituent Corporations is held as follows:

<u>Name of Corporation</u>	<u>Shareholder</u>	<u>No. of Shares Held</u>
Seaway Plastics Engineering, Inc.	Gerald W. Behaylo	50
	Leonard E. Behaylo	50
	Paul C. Bernard	25
Seaway Mold & Engineering, Inc.	Gerald W. Behaylo	50
	Leonard E. Behaylo	50
	Paul C. Bernard	25

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Constituent Corporations shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Constituent Corporations shall be as hereinafter set forth.

#### **ARTICLE I** **CORPORATE EXISTENCE OF SURVIVING CORPORATION**

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other chooses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

**ARTICLE II**  
**CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION**

The name of the Surviving Corporation shall be Seaway Plastics Engineering, Inc. The Certificate of Incorporation of the Surviving Corporation, as modified herein, shall, upon the Merger becoming effective, be the Certificate of Incorporation of the Surviving Corporation, as amended by this Agreement and Plan of Merger.

The capitalization of the Surviving Corporation upon the Merger becoming effective shall be one hundred twenty-five (125) shares of common stock, \$1.00 par value.

**ARTICLE III**  
**BYLAWS OF SURVIVING CORPORATION**

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE IV**  
**OFFICERS AND STOCKHOLDERS OF SURVIVING CORPORATION**

The Officers and Stockholders of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

STOCKHOLDERS:		Gerald W. Behaylo	50
		Leonard E. Behaylo	50
		Paul C. Bernard	25
OFFICERS:	Co-Presidents	Gerald W. Behaylo & Leonard E. Behaylo	
	Gen. Manager	Paul C. Bernard	
	Sec./Trea.	Gerald W. Behaylo	

**ARTICLE V**  
**MANNER OF CONVERTING SHARES**

The manner of converting the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merging Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be canceled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**  
**OF SURVIVING CORPORATION**

The registered office and registered agent of the Surviving Corporation are as follows:  
Paul C. Bernard, 6042 Sherwin Drive, Port Richey, FL 34668.

**ARTICLE VII**  
**APPROVAL OF MERGER SOLE DIRECTORS**

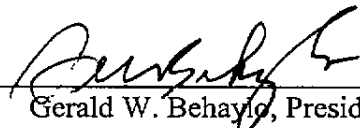
These Articles of Merger and Agreement and Plan of Merger has been approved by the directors of the constituent Corporations, as provided by Chapter 607 of the Florida Statutes, on December 18, 2002. Shareholders approval was not required.

**ARTICLE VIII**  
**EFFECTIVE DATE OF MERGER**

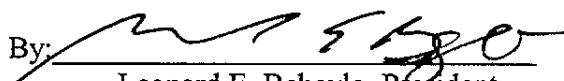
This Merger shall become effective on January 1, 2003, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Surviving Corporation has signed this Agreement under its corporate seal the day and year first above written.

**Seaway Plastics Engineering, Inc.**

By:   
Gerald W. Behaylo, President

**Seaway Mold & Engineering, Inc.**

By:   
Leonard E. Behaylo, President