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P.001/009

7/13/2016

Division of Corporations

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
MISSISSIPPI TRADING, INC.

Certificate of Status	0
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P.002/009

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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mississippi Trading, Inc.	Florida	P96000100807

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mississippi Plastics, Inc.	New York	194279

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 30, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 30, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

07/13/2016 11:01

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P.003/009

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2016 JUL 13 AM 8:22

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Mississippi Trading, Inc.

Eric Kipperman, Chief Executive Officer

Mississippi Plastics, Inc.

Eric Kipperman, Secretary

Mississippi Plastics, Inc.

Joseph LaPauci, President

07/13/2016 11:02

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P.004/009

2016 JUL 13 AM 8:22

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Mississippi Trading, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Mississippi Plastics, Inc.

Jurisdiction

New York

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

See the Agreement and Plan of Merger of Mississippi Plastics, Inc. and Mississippi Trading, Inc., attached hereto.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

07/13/2016 11:02

(FAX) 845 818 3588

P.005/009

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

2016 JUL 13 AM 8:22

AGREEMENT AND PLAN OF MERGER

OF

MISSISSIPPI PLASTICS, INC.
(a New York corporation)

AND

MISSISSIPPI TRADING, INC.
(a Florida corporation)

This AGREEMENT AND PLAN OF MERGER is made and entered into as of this 30th day of June 2016, by and between MISSISSIPPI PLASTICS, INC., a New York corporation ("MPI") and MISSISSIPPI TRADING, INC., a Florida corporation ("Company").

WITNESSETH:

WHEREAS, the respective boards of directors of MPI and Company and the shareholders of each of MPI and Company have approved as desirable and in the best interests of each such entity that MPI be merged with and into Company upon the terms and conditions hereinafter set forth.

NOW, THEREFORE IT IS AGREED AS FOLLOWS:

FIRST: MPI shall be merged with and into Company by a statutory merger (the "Merger") in accordance with 607.1107 for the Florida Business Corporation Act ("FFBCA") and on the terms and conditions hereinafter expressed. At the Effective Date (as defined), the separate existence of MPI shall cease and Company shall be the surviving entity (the "Surviving Entity").

SECOND: The Merger shall be effective (the "Effective Date") upon the date on which this Agreement of Merger and appropriate certificates of its approval and adoption and required articles of merger shall have been filed with the Secretary of State of the State of Florida in accordance with the FFBCA.

THIRD: The manner of converting the shares of the capital stock of Company and MPI upon the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be as follows:

- (a) Each outstanding share of Company common stock ("Company Common Stock") shall remain outstanding and shall not be converted or otherwise affected by the Merger.
- (b) Each outstanding share of MPI common stock ("MPI Shares") issued and outstanding immediately prior to the Effective Date shall be automatically converted into 60 shares of Company Common Stock.

2016 JUL 13 AM 8:22

- (c) Other than MPI Shares, MPI has no other securities outstanding or any obligation to issue any additional MPI Shares or other securities.

FOURTH: The Amended and Restated Article of Incorporation of Company filed on June 30, 2016 with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Entity immediately following the Merger.

FIFTH: The shareholders of MPI have approved this Agreement of Merger in accordance with the New York Business Corporation Law ("NYBCL"). The shareholders of Company have approved this Agreement of Merger in accordance with the FBCA.

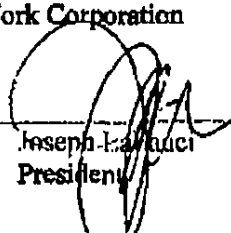
SIXTH: Prior to the Effective Date, this Agreement of Merger may be amended or terminated by the mutual agreement of the boards of directors of MPI and Company notwithstanding approval of this Agreement of Merger by the shareholders of MPI or Company.

SEVENTH: The officers of the company shall take such actions as necessary with respect to the cessation of MPI's separate corporate existence under the NYBCL and shall file all necessary tax returns.

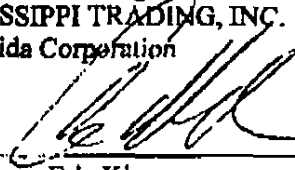
EIGHTH: The Company shall appoint the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Company to the Merger, and will promptly pay to the dissenting shareholders to the Merger the amount, if any, to which they are entitled under applicable statute, including Section 607.1302 of the FBCA.

IN WITNESS WHEREOF, MPI and Company, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused this Agreement of Merger to be executed by an authorized executive officer thereof.

MISSISSIPPI PLASTICS, INC.
A New York Corporation

By: 
Name: Joseph E. Mancini
Title: President

MISSISSIPPI TRADING, INC.
A Florida Corporation

By: 
Name: Eric Kipperman
Title: CEO

2016 JUL 13 AM 8:22

MISSISSIPPI PLASTICS, INC.
CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER

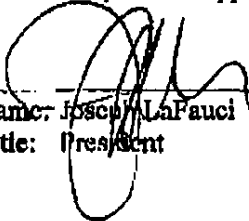
The undersigned hereby certify as follows:

(1) They are the President and Secretary, respectively, of Mississippi Plastics, Inc., a New York corporation ("MPI").

(2) The Agreement and Plan of Merger in the form attached was duly approved by the board of directors of MPI.

(3) The shareholder approval was by the holders of outstanding shares of MPI having an aggregate number of votes which exceeded the number of votes required for approval of the Agreement and Plan of Merger.

(4) MPI has outstanding one class of common stock, and the number of shares thereof outstanding as of the record date for the shareholder meeting held to approve the Agreement of Merger was 50 shares, all of which were entitled to vote on the Agreement of Merger. The percentage vote of such class required to approve such Agreement of Merger was 50.1%.


Name: Joseph LaFauci
Title: President

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Stratford, Connecticut on June 30, 2016.


Name: Eric Kipperman
Title: Secretary

07/13/2016 11:02

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P.009/009

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2016 JUL 13 AM 8:22

MISSISSIPPI TRADING, INC.
CERTIFICATE OF APPROVAL OF
AGREEMENT AND PLAN OF MERGER

The undersigned hereby certify as follows:

(1) They are the Chief Executive Officer and President, respectively, of Mississippi Trading, Inc. ("Company").

(2) The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of Company.

(3) The shareholder approval was by the holders of outstanding shares of Company having an aggregate number of votes which exceeded the number of votes required for approval of the Agreement and Plan of Merger.

(4) Company has outstanding one class of common stock, and the number of shares thereof outstanding as of the record date for the shareholder meeting held to approve the Agreement of Merger was 3,000, all of which were entitled to vote on the Agreement of Merger. The percentage vote of such class required to approve such Agreement of Merger was 50.1%.



Name: Eric Kipperman
Title: CEO

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Stratford, Connecticut on June 30, 2016.



Name: Joseph G. Pauci
Title: President