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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

Elastec, Inc.

Certificate of Status	0
Certified Copy	1
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EFFECTIVE DATE  
1-1-12

TBrown 11-29-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Elastec, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jeffry H Bohleber

Contact Person

Elastec, Inc.

Firm/Company

1309 West Main

Address

Carmi IL 62821

City/State and Zip Code

jbohleber@elastec.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffry H Bohleber

Name of Contact Person

At ( 618 ) 384.2744

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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1-1-12

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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)
<u>Elastec, Inc.</u>	<u>Delaware</u>	<u>N/A</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Elastec, Inc.</u>	<u>Delaware</u>	<u>N/A</u>
<u>American Marine, Inc.</u>	<u>Florida</u>	<u>P96000104518</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 01 / 01 / 2012 (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.)

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 November 17, 2011

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 November 17, 2011

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)



PLAN AND AGREEMENT OF MERGER BETWEEN

Elastec, Inc.

AND

American Marine, Inc.

This Plan and Agreement of Merger made and entered into on the 17<sup>th</sup> day of November, 2011, by and between Elastec, Inc., a Delaware Corporation, herein sometimes referred to as the Surviving Corporation, and American Marine, Inc., a Florida Corporation, said corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Elastec, Inc. is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on May 15, 1990, and recorded in the office of the Recorder of Deeds for the County of New Castle in the said State, on May 15, 1990, and the registered office of the Elastec, Inc. Corporation being located at Corporation Trust Center 1209 Orange Street, in the City of Wilmington Delaware, County of Newcastle, and the name of its registered agent in charge thereof being Corporation Trust Company; and

WHEREAS the total number of shares of stock which the Elastec, Inc. Corporation has authority to issue is 50,000 shares, of which 46,380 shares are now issued and outstanding; and

WHEREAS the American Marine, Inc. Corporation is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Florida on the Thirty First day of December, 1996, and a Certificate of Incorporation having been issued by said Secretary of State on that date, said Certificate of Incorporation having been recorded in the office of the Secretary of State of Tallahassee Florida, on the Thirty First day of December, 1996, and the registered office of the American Marine, Inc. Corporation being located at Cocoa, Florida, and its registered agent being Jeff Pearce, 401 Shearer Blvd, Cocoa, FL 32922; and

WHEREAS the aggregate number of shares which the American Marine, Inc. Corporation has authority to issue is 10,000 of which 9,670 shares are issued and outstanding; and

WHEREAS the board of directors of each of the Constituent corporations deems it advisable that the American Marine, Inc. Corporation be merged into the Elastec, Inc. Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and Delaware respectively, which permit such merger;

NOW THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Elastec, Inc. Corporation and the American Marine, Inc.

Corporation, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

#### ARTICLE I

The Elastec, Inc. Corporation and the American Marine, Inc. Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware and the State of Florida, by the American Marine, Inc. Corporation merging into the Elastec, Inc. Corporation, which shall be the surviving corporation.

#### ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Elastec, Inc. Corporation as the Surviving Corporation, and the separate existence of the American Marine, Inc. Corporation shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.
2. The Elastec, Inc. Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger:
3. The Elastec, Inc. Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;
4. The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of American Marine, Inc., arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Florida duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Florida to send forthwith by registered mail one of such duplicate

copies of such process addressed to it at 1309 West Main, Carmi, IL 62821, unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Florida a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

5. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;
6. The Bylaws of the Elastec, Inc. Corporation as existing and constituted immediately prior to the effective date of merger shall be and constitute the bylaws of the Surviving Corporation;
7. The board of directors, and the members thereof, and the officers, of the Elastec, Inc. Corporation immediately prior to the effective date of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

#### ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect, by reason of this Agreement of Merger, and said Certificate of Incorporation, as filed in the office of the Secretary of State of the State of Delaware on the Fifteenth day of May, 1990 as amended, shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the Certificate of Incorporation of the Surviving Corporation.

#### ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporation into shares of the Surviving Corporation is as follows:

1. The 9,670 shares of stock of the American Marine, Inc. Corporation now outstanding and the 46,380 shares of stock of the Elastec, Inc. Corporation now outstanding shall be cancelled and new shares of stock of the Elastec, Inc. Corporation shall be issued in respect thereof in such number as is calculated by taking the averaged ownership percentage of the combined corporations based on parity of equity, by the outstanding number of shares of Elastec, Inc.

After the effective date of the merger, each owner of an outstanding certificate or certificates theretofore representing shares of the American Marine, Inc. Corporation shall be entitled, upon surrendering such certificate or certificates to the Surviving Corporation, to receive in exchange therefor a certificate or certificates representing the number of shares of the Elastec, Inc. Corporation theretofore represented by the surrendered certificate or

certificates shall have been converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the American Marine, Inc. Corporation shall be deemed, for all corporate purposes, to represent the ownership of the stock of the Surviving Corporation on the basis hereinbefore provided.

#### ARTICLE V

The Elastec, Inc. Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

#### ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the American Marine, Inc. Corporation, the proper officers and directors of the American Marine, Inc. Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

#### ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect January 1, 2012, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders and stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Delaware and the State of Florida, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Delaware and of the State of Florida, as heretofore amended and supplemented.


Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolution of their respective boards of directors, at any time prior to the effective date of the Merger, such effective date being January 1, 2012.


IN WITNESS WHEREOF, the Elastec, Inc. Corporation and the American Marine, Inc. Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed




by the President and Attested by the Secretary of each party hereto, and the corporate seal affixed.

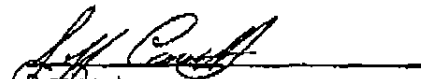
Attest:

  
Secretary


  
President

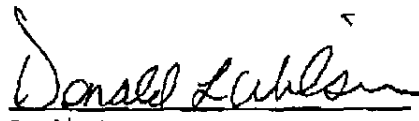
Attest:


  
Secretary

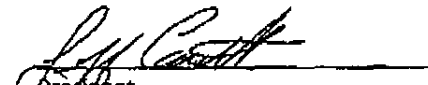
  
President

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware and the State Statues of the State of Florida, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation, on the 17<sup>th</sup> day of NOVEMBER, 2011.

  
Secretary

  
President

  
Secretary

  
President