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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger

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OFFICES IN:

TAMPA
SUN CITY CENTER

December 12, 2006

FEDERAL EXPRESS #8580 9786 0751

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

Re: Merger between Gap Holding, Inc. and Gap Corr, Inc.
and Merger between Gap Corr, Inc. and Great American Paper, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of each of the following documents:

1. Articles of Merger dated December 14, 2006 regarding Gap Holding, Inc., a Florida corporation and Gap Corr, Inc., a Florida corporation with the attached Agreement and Plan of Merger dated December 12, 2006 between Gap Holding, Inc., a Florida corporation and Gap Corr, Inc., a Florida corporation.
2. Articles of Merger dated December 15, 2006 regarding Gap Corr Inc., a Florida corporation and Great American Paper, Inc., a South Carolina corporation with the attached Agreement and Plan of Merger dated December 12, 2006 between Gap Corr, Inc., a Florida corporation and Great American Paper Inc., a South Carolina corporation.

We have also enclosed a check in the amount of \$157.50 to cover the filing fees for the aforesaid two (2) mergers and certified copies thereof. Please file the original Articles of Merger and the Agreement and Plan of Merger and return to us the certified copies. We have enclosed a return self-addressed Federal Express package.

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,


Randell M. Miller

For the Firm

RM:jcr
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gap Corr., 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:

Randell M. Miller

(Contact Person)

Hines Norman Hines, P.L.

(Firm/Company)

315 South Hyde Park Avenue

(Address)

Tampa, Florida 33606

(City/State and Zip Code)

For further information concerning this matter, please call:

Randell M. Miller

(Name of Contact Person)

At (813) 251-8659

(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

ARTICLES OF MERGER
(Profit Corporations)

12/14/06

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)
Gap Corr, Inc.	Florida	P97000022513

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gap Holding, Inc.	Florida	P99000052873

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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 12 / 14 / 06 (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 12/12/06.

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 12/12/06.

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)

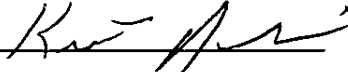
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Gap Corr, Inc.

X 

Kenneth J. Garcia, President

Gap Holding, Inc.

X 

Kenneth J. Garcia, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into on December 12, 2006 by and between Gap Corr, Inc. (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and Gap Holding, Inc. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

STIPULATIONS

A. Gap Corr, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 282 Crystal Grove Blvd., Lutz, Florida 33548.

B. Gap Corr, Inc. has a capitalization of 7,000 authorized shares of One dollar (\$1.00) par value common stock of which 100 shares are issued and outstanding. Said common stock is the only authorized class of capital stock. All of the issued and outstanding shares of common stock are owned by Kenneth J. Garcia.

C. Gap Holding, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 282 Crystal Grove Blvd., Lutz, Florida 33548.

D. Gap Holding, Inc. has a capitalization of 10,000 authorized shares of One Cent (\$.01) par value common stock of which 10,000 shares are issued and outstanding. Said common stock is the only authorized class of capital stock. All of the issued and outstanding shares of common stock are owned by Gap Corr, Inc.

E. The shareholders, and the members of the Board of Directors, for each of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of said corporations and such shareholders that Gap Holding, Inc. be merged into Gap Corr, Inc., pursuant to the provisions of the Florida Business Corporation Act, in order that the transaction qualify as a reorganization within the meaning of Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. **MERGER**

Pursuant to Florida Statutes, Section 607.1104, Gap Holding, Inc., the subsidiary corporation shall merge with and into Gap Corr, Inc., the parent corporation, which shall be the surviving corporation.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **CONVERSION OF SHARES**

The manner and basis of converting the shares of common stock of the absorbed corporation into shares of common stock of the surviving corporation shall be as follows:

- a. All of the shares of common stock of the absorbed corporation issued and outstanding in the name of Gap Corr, Inc. shall be cancelled of record as of the effective date of the merger.
- b. In order to cancel the issued and outstanding common stock of the absorbed corporation, Gap Corr, Inc. shall endorse said common stock in favor of the absorbed corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION**

The articles of incorporation of the surviving corporation, namely Gap Corr, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS**

The bylaws of the surviving corporation, namely Gap Corr, Inc., shall continue to be its bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS**

The directors and officers of the surviving corporation, namely Gap Corr, Inc, as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **APPROVAL BY SHAREHOLDERS**

This Agreement shall reflect the approval of the shareholders of the absorbed corporation and the surviving corporation, upon the approval of this Agreement via written resolutions of such shareholders.

9. **NOTICE OF APPRAISAL RIGHTS**

The shareholders of the absorbed corporation and the surviving corporation shall be notified that any shareholder dissenting from the merger may be entitled to be paid the fair value of such shareholder's common stock in lieu of participating in the merger, in accordance with the Florida Business Corporation Act, and said notification shall be substantiated via written resolutions of such shareholders.

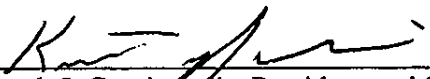
10. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be 12:01 a.m., December 14, 2006.

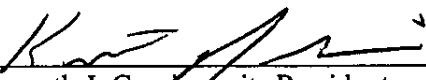
IN WITNESS WHEREOF, this Agreement has been executed on the date set forth below on behalf of the parties, by their respective Presidents, and attested to by their respective Secretaries, pursuant to the authorization

of their respective Boards of Directors and of their respective shareholders, to be effective for all purposes as of the effective date of the aforesaid merger.

GAP CORR, INC.

By: 
Kenneth J. Garcia, as its President and Secretary
Date: 12-12-06

GAP HOLDING, INC.

By: 
Kenneth J. Garcia, as its President and Secretary
Date: 12-12-06