

P97000058635



Queen's Plastics Machinery USA, Inc.

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FILED
97 NOV 17 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thursday, November 13, 1997

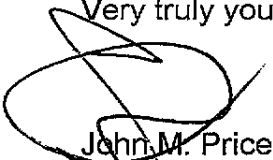
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ref: Queens's Plastic Machinery USA, Inc.
No. 9700005863. 5

Pursuant to Section 607.1105 of the Florida Statutes, - Queen's Plastic Machinery USA, Inc., a Florida Corporation (the "Surviving Corporation"), is delivering herewith for filing the executed Articles of Merger of the Surviving Corporation and Queen's Plastic Machinery USA, Inc. a California Corporation (the "Merging Corporation"), pursuant to which the Merging Corporation is to merge into the Surviving Corporation. The Surviving Corporation requests a certified copy of the Articles of Merger. Its check for \$122.50 payable to the Division of Corporations is enclosed in payment of the \$70.00 filing fee (\$35.00 for each party) for the Articles of Merger and \$52.50 for the certified copy.

Very truly yours,


John M. Price
President

VS NOV 24 1997

merger

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

JP/ag
Encls.

P97000058635

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUEEN'S PLASTIC MACHINERY USA, INC. a California corporation not
qualified in Florida

INTO

QUEEN'S PLASTICS MACHINERY USA, INC., a Florida corporation,
P97000058635

File date: November 17, 1997

Corporate Specialist: Velma Shepard

PLAN
AND
ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State of incorporation</u>
Queen's Plastic Machinery USA, Inc.	Florida
Queen's Plastic Machinery USA, Inc.	California

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S and with Section 607.1105 F.S. (as set below).

FOURTH: The plan of merger is as follows:

1. Queen's Plastic Machinery USA, Inc., a Florida corporation (the "Surviving Corporation") and Queen's Plastic Machinery USA, Inc., a California corporation (the "Merging Corporation"), are to merge, and the Merging Corporation is to merge into the Surviving Corporation (the "Merger").

2. The directors and officers of Surviving Corporation on the effective date of the Merger will continue to be the directors and officers of Surviving Corporation.

3. On the Merger becoming effective, the separate existence of Merging Corporation will cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Merging Corporation will be transferred to, vested in and devolve on Surviving Corporation without further act or deed and all property, rights, and every other interest of Surviving Corporation and Merging Corporation will be as effectively the property of Surviving Corporation as they were of Surviving Corporation and Merging Corporation, respectively. Merging Corporation will, from time to time, as and when requested by Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and

instruments and to take or cause to be taken such further or other action as Surviving Corporation may deem necessary or desirable in order to vest in and confirm to Surviving Corporation title to and possession of any property of Merging Corporation acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intent and purposes hereof and the proper officers and directors of Merging Corporation and the proper officers and directors of Surviving Corporation will be fully authorized in the name of Merging Corporation or otherwise to take any and all such action.

All rights of creditors and all liens on the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of Merging Corporation will thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

4. Each outstanding share of Surviving Corporation will remain outstanding.

5. The outstanding shares of Merging Corporation will be cancelled and no shares of Surviving Corporation will be issued in exchange therefor.

6. Merging Corporation having decided to move its business from California to Florida and change its corporate domicile from California to Florida caused Surviving Corporation to be incorporated in Florida and on June 1 1997, ceased to do business in California and transferred its business and all of its property, rights and every other interest to Surviving Corporation subject to all of the debts, liabilities and duties of Merging Corporation. Surviving Corporation which had no other assets or liabilities accepted the business and assets of Merging Corporation, assumed all of its debts, liabilities and duties and commenced business in Florida on that date. The sole purpose of this transaction was to change the domicile of Merging Corporation from California to Florida. The Merger will give legal effect to this transaction which was in substance the merger of Merging Corporation into Surviving Corporation.

FIFTH: The effective date of the certificate of merger shall be the date on which the Agreement of Merger between Merging Corporation and Surviving Corporation of even date herewith to be filed with the Secretary of State of the State of California has become effective.

SIXTH: The plan of merger was adopted on October 8, 1997 by the unanimous written consents of the directors and the shareholders of Merging Corporation and of the directors and the shareholders of Surviving Corporation.

Signed this November 13, 1997

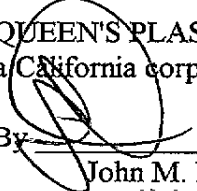
QUEEN'S PLASTIC MACHINERY USA, INC.,
a Florida corporation

By


John M. Price
President

QUEEN'S PLASTIC MACHINERY USA, INC.,
a California corporation

By


John M. Price
President

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