

P9700098060

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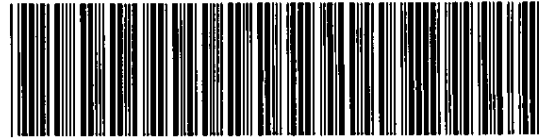
(Business Entity Name)

(Document Number)

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13 DEC 31 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 945229 81514A

AUTHORIZATION :

COST LIMIT :

\$70.00

[Handwritten signature]

ORDER DATE : December 30, 2013

ORDER TIME : 9:49 AM

PLEASE FILE 2ND

ORDER NO. : 945229-010

CUSTOMER NO: 81514A

ARTICLES OF MERGER

PRO-LOOK PRODUCTS, INC.

INTO

INTERSTATE CHEMICAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
PRO-LOOK PRODUCTS, INC., a Florida Corporation
Into
INTERSTATE CHEMICAL, INC.,
a Florida Corporation

FILED
13 DEC 31 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

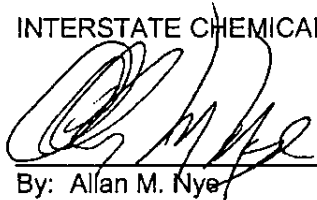
ARTICLES OF MERGER between PRO-LOOK PRODUCTS, INC., a Florida Corporation ("Pro-Look") and INTERSTATE CHEMICAL, INC., a Florida Corporation ("Interstate").

Under Section 607.1105 of the Florida Business Corporation Act (the "Act"), Pro-Look and Interstate adopt the following Articles of Merger.

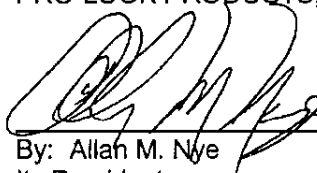
1. The Agreement and Plan of Merger dated December 13, 2013 between Pro-Look and Interstate was approved and adopted by the shareholders of Pro-Look on December 12, 2013 and was adopted by the shareholders of Interstate on December 12, 2013.
2. Under the Plan of Merger, all issued and outstanding shares of Pro-Look stock will be acquired by means of a merger of Pro-Look into Interstate with Interstate being the Surviving Corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be at 12:00 Midnight on December 31, 2013.

IN WITNESS WHEREOF, the parties have set their hands this 13th day of December, 2013.

INTERSTATE CHEMICAL, INC.


By: Allan M. Nye
Its President

PRO-LOOK PRODUCTS, INC.


By: Allan M. Nye
Its President

PLAN OF MERGER

Merger between INTERSTATE CHEMICAL, INC. (the "Surviving Corporation") and PRO-LOOK PRODUCTS, INC., (the "Disappearing Corporation") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger (the "Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation until further amended as provided by law.
2. Distribution to Shareholders. On the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of Interstate Chemical, Inc., in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock. In addition, each shareholder of the Disappearing Corporation shall be entitled to a cash payment from the Surviving Corporation equal to \$0.00 for each share of the Disappearing Corporation's stock that is being converted into and exchanged for the Surviving Corporation's stock.
3. Satisfaction of Rights of Disappearing Corporation's Shareholders. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Fractional Shares. Fractional shares of the Surviving Corporation's stock will not be issued.
5. Effective Merger. On the Effective Date, the separated existence of the Disappearing Corporation shall cease and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carryout the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

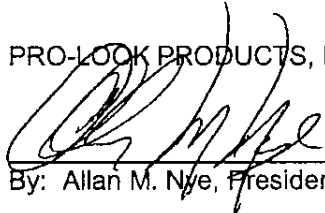
7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105(1)(b) of the Act, the Articles of Merge shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of Article of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

DATED this 12th day of December, 2013.

PRO-LOOK PRODUCTS, INC.


By: Allan M. Nye, President

INTERSTATE CHEMICAL, INC.


By: Allan M. Nye, President