

199000041276

SHELDON ENGELHARD, P.A.

COUNSELLOR AT LAW



THE PLAZA

5355 TOWN CENTER ROAD

SUITE 801

BOCA RATON, FLORIDA 33486

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SHELDON ENGELHARD (FL & NY)

1501 BROADWAY  
NEW YORK, NEW YORK 10036

October 15, 1999

VIA FEDERAL EXPRESS - STANDARD

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Anchor Plastics, Inc. (NY) into Anchor Plastics Industries, Inc. (FL) [Merger]

Dear Sir:

We are enclosing an original and a duplicate copy of the following documents in connection with the merger of Anchor Plastics, Inc. (NY Corporation) into Anchor Plastics Industries, Inc. (FL Corporation):

1. Notice of Special Meeting of Shareholders of Anchor Plastics, Inc. (NY Corporation)
2. Notice of Special Meeting of Shareholders of Anchor Plastics Industries, Inc. (FL Corporation)
3. Plan of Merger of Anchor Plastics, Inc. (NY) into Anchor Plastics Industries, Inc. (FL), approved May 10, 1999
4. Resolution of shareholders authorizing merger signed by all of the holders of the shares of stock of both Anchor Plastics, Inc. and Anchor Plastics Industries, Inc.
5. Articles of Merger executed by the President and Secretary of both Anchor Plastics, Inc. and Anchor Plastics Industries, Inc.
6. Certificate of Merger
7. Check made payable to the Secretary of State in the sum of \$70.00.

We would appreciate your stamping and returning to us the duplicate copy of these documents which have been enclosed. If there is any further information needed please do not hesitate to let us know.

Sincerely yours,

SHELDON ENGELHARD

Merger  
10-27-99  
mjs

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-10/18/99--01058--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SE:sgb  
Enclosure(s)

cc: Jay B. Shapiro  
20090 Boca West Drive  
Boca Raton, FL 33434

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FILED  
99 OCT 18 AM 8:51  
TALLAHASSEE, FLORIDA

**FILED**

99 OCT 18 AM 8:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**ANCHOR PLASTICS, INC., a non-qualified New York corporation**

**INTO**

**ANCHOR PLASTICS INDUSTRIES, INC., a Florida entity, P99000041276.**

File date: October 18, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER  
OF FLORIDA AND FOREIGN CORPORATIONS

ANCHOR PLASTICS, INC.  
INTO  
ANCHOR PLASTICS INDUSTRIES, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned Florida and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the State under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>	<u>Date of filing</u>
Anchor Plastics, Inc.	New York	April 11, 1985
Anchor Plastics Industries, Inc.	Florida	May 6, 1999

2. The laws of the State under which such foreign corporation is organized permit such a merger.

3. The name of the surviving corporation is Anchor Plastics Industries, Inc., a Florida corporation, and is to be governed by the laws of the State of Florida.

4. The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(See Exhibit "A" attached hereto)

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class of such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u> <u>Designation</u> <u>of Class</u>	<u>Number of Shares</u>
Anchor Plastics, Inc.	50	Common	50
Anchor Plastics Industries, Inc.	50	Common	50

6. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Number of Shares				
	Total	Total	Entitled to Vote as a Class		
	Voted	Voted		Voted	Voted
	For	Against	Class	For	Against
Anchor Plastics, Inc. (NY)	50	0	Common	50	0
Anchor Plastics Industries, Inc. (FL)	50	0	Common	50	0

7. If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby agrees that it will promptly pay to the dissenting shareholders of such Florida corporation the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

Dated May 10, 1999

ANCHOR PLASTICS, INC.

By My B. Shapiro  
Its President

and Arthur M. Schiller  
Its Secretary

ANCHOR PLASTICS INDUSTRIES, INC.

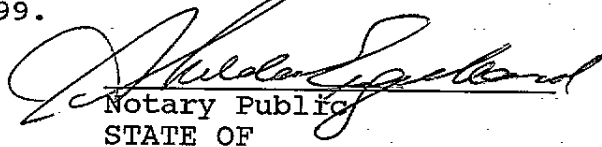
By My B. Shapiro  
Its President

and Arthur M. Schiller  
Its Secretary

State of Florida  
County of Palm Beach

Before me, the undersigned authority, personally appeared Jay B. Shapiro and Arthur M. Schiller, who are to me well known to be the persons described in and who subscribed the above articles of merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, in said County and State this 10<sup>th</sup> day of May, 1999.

  
Notary Public  
STATE OF FLORIDA

My commission expires: \_\_\_\_\_

C:\WP\WORK\CLIENTS\ANCHOR\ART.MER



Sheldon Engelhard  
My Commission CC724618  
Expires March 15, 2002

PLAN OF MERGER OF  
ANCHOR PLASTICS, INC.

INTO  
ANCHOR PLASTICS INDUSTRIES, INC.

ARTICLE I

NAMES OF CONSTITUENT CORPORATION

1. The name of each constituent corporation is Anchor Plastics, Inc., a new York corporation and Anchor Plastics Industries, Inc., a Florida corporation.

2. The name of the surviving corporation is Anchor Plastics Industries, Inc., the Florida corporation, subsequent to the merger its name should remain Anchor Plastics Industries, Inc.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the designation and number of outstanding shares of each and the voting rights are:

ANCHOR PLASTICS, INC. (NY)

<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
50	50 Common	50

ANCHOR PLASTICS INDUSTRIES, INC. (FL)

<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
50	50 Common	50

ARTICLE III

TERM AND CONDITION OF PROPOSED MERGER

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

Each shareholder of common stock issued by  
Anchor Plastics, Inc., the New York

corporation, shall receive for each such share held one (1) share of common stock issued by Anchor Plastics Industries, Inc., the Florida corporation.

#### ARTICLE IV

##### BY-LAWS AND ANNUAL MEETING OF SURVIVING CORPORATION

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of Surviving Corporation held after the date when the merger becomes effective, shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 2000.

#### ARTICLE V

##### MEETING OF THE BOARD OF DIRECTORS; OFFICERS

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their successors.

#### ARTICLE VI

##### MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

The manner and basis of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

(a) Each common share of Anchor Plastics, Inc., the New York Corporation, outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date, be converted into, and become exchanged for one (1) common share of the Surviving Corporation, and each holder of the common shares of Anchor Plastics, Inc., a New York Corporation, shall thereafter be entitled, upon presentation for surrender to the Surviving Corporation or its agent, of the certificate or certificates representing such shares, to receive in exchange therefor a certificate or certificates representing the shares

fully-paid and non-assessable common shares of the Surviving Corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

(b) The common shares of Anchor Plastics, Inc., the New York Corporation, owned by Anchor Plastics, Inc., the New York Corporation, on the effective date of the merger, and all rights in respect thereof, shall cease to exist, the certificates therefor shall be cancelled, and no shares of the Surviving Corporation shall be issued in exchange therefor.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

1. **Adoption by Shareholders.** This plan shall be submitted to the respective shareholders of the Constituent Corporations as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the Constituent Corporations as provided by law, all in accordance with the Florida Business Corporation Act, and the Business Corporation Law of the State of New York.

2. **Effect of Merger.** When a certificate of merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of Anchor Plastics, Inc., the New York Corporation, shall cease and said corporation shall be merged in accordance with the provisions of this plan into Anchor Plastics Industries, Inc., the Florida Corporation, which will survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal including subscriptions for shares, causes for action and every other asset of each of the Constituent Corporations, shall vest in such Surviving Corporation without further act or deed, except that if the Surviving Corporation shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of either Constituent Corporation shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; the Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of each of the Constituent Corporation. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer, or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not



occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

3. **Abandonment of Merger.** If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the board of directors of either Constituent Corporation, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even though previously adopted by the shareholders of the Constituent Corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either Constituent Corporation.

4. **Expenses of Merger.** The Surviving Corporation shall pay all the expenses of carrying this plan into effect and of accomplishing the merger.

5. **Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

#### ARTICLE VII

#### CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION

The certificate of incorporation of the surviving corporation is to contain the following amendments and changes:

none


The foregoing plan has been duly approved by the respective board of directors of each constituent corporation on the following dates:


Name of Corporation

Anchor Plastics, Inc. (NY)

Anchor Plastics Industries, Inc. (FL)

Date of Approval

May 10, 1999 

May 10, 1999 

ANCHOR PLASTICS INDUSTRIES, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

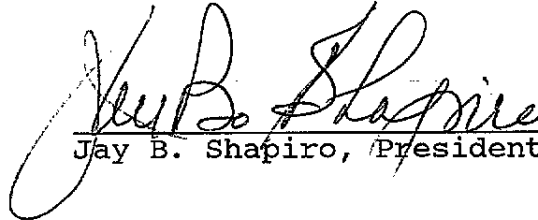
To the shareholders of Anchor Plastics Industries, Inc.:

PLEASE TAKE NOTICE, that a special meeting of the shareholders of Anchor Plastics Industries, Inc., a Florida corporation, will be held at the offices of Sheldon Engelhard, P.A., 5355 Town Center Road, Suite 801, Boca Raton, County of Palm Beach, State of Florida, on the 10th day of May, 1999, at 10:00 o'clock A.M., for the purpose of voting upon a Plan of Merger of Anchor Plastics, Inc., a New York Corporation, of 23 Estates Terrace North, Manhasset, County of Nassau, State of New York, into Anchor Plastics Industries, Inc., a Florida Corporation of 20090 Boca West Drive, County of Palm Beach, State of Florida.

A copy of the Plan of Merger is enclosed with this notice.

By order of Jay B. Shapiro, the person calling the meeting, this notice is hereby issued.

Dated, May 5, 1999.

  
Jay B. Shapiro, President

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ANCHOR PLASTICS, INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the shareholders of Anchor Plastics, Inc.:

PLEASE TAKE NOTICE, that a special meeting of the shareholders of Anchor Plastics, Inc., a New York corporation, will be held at the offices of Sheldon Engelhard, P.A., 5355 Town Center Road, Suite 801, Boca Raton, County of Palm Beach, State of Florida, on the 10th day of May, 1999, at 9:30 o'clock A.M., for the purpose of voting upon a Plan of Merger of Anchor Plastics, Inc., a New York Corporation, of 23 Estates Terrace North, Manhasset, County of Nassau, State of New York, into Anchor Plastics Industries, Inc., a Florida Corporation of 20090 Boca West Drive, County of Palm Beach, State of Florida.

A copy of the Plan of Merger is enclosed with this notice.

By order of Jay B. Shapiro, the person calling the meeting, this notice is hereby issued.

Dated, May 5, 1999.

  
Arthur M. Schiller, Secretary


## RESOLUTION OF SHAREHOLDERS AUTHORIZING MERGER

Upon motion duly made, seconded and carried, the following resolutions were duly adopted by the affirmative vote of the holders of all outstanding shares entitled to vote thereon:

RESOLVED, that the plan of merger of Anchor Plastics, Inc., a New York corporation and Anchor Plastics Industries, Inc., a Florida corporation, with Anchor Plastics Industries, Inc., the Florida corporation, to be the surviving corporation, designated as Plan of Merger of Anchor Plastics, Inc., a New York corporation, and Anchor Plastics Industries, Inc., a Florida corporation into Anchor Plastics Industries, Inc., a Florida corporation, and dated the 10th day of May, 1999, be and the same is hereby adopted, and that Anchor Plastics, Inc., a New York corporation be merged with Anchor Plastics Industries, Inc., a Florida corporation, and be it further

RESOLVED, that the terms and conditions of the merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said Plan of Merger of the aforesaid Anchor Plastics, Inc., a New York corporation, and said Anchor Plastics Industries, Inc., a Florida corporation, dated the 10th day of May, 1999, and be it further

RESOLVED, that the president and the secretary of this corporation be and are hereby authorized to execute and deliver to the Department of State a certificate of merger in the form provided for by the Business Corporation Law of the State of New York and for the Florida Business Corporation Act.

  
Secretary  
Anchor Plastics, Inc.

Dated: May 10, 1999

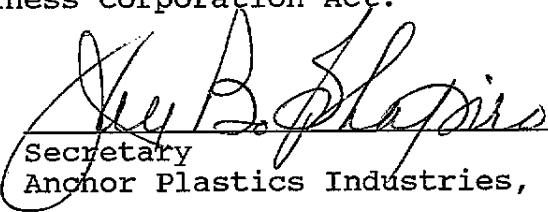
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Upon motion duly made, seconded and carried, the following resolutions were duly adopted by the affirmative vote of the holders of all outstanding shares entitled to vote thereon:

RESOLVED, that the plan of merger of Anchor Plastics, Inc., a New York corporation and Anchor Plastics Industries, Inc., a Florida corporation, with Anchor Plastics Industries, Inc., the Florida corporation, to be the surviving corporation, designated as Plan of Merger of Anchor Plastics, Inc., a New York corporation, and Anchor Plastics Industries, Inc., a Florida corporation into Anchor Plastics Industries, Inc., a Florida corporation, and dated the 10th day of May, 1999, be and the same is hereby adopted, and that Anchor Plastics, Inc., a New York corporation be merged with Anchor Plastics Industries, Inc., a Florida corporation, and be it further

RESOLVED, that the terms and conditions of the merger, the manner and basis of converting the shares of each constituent corporation into shares of the surviving corporation and the amendments and changes in the certificate of incorporation of the surviving corporation be as set forth in the said Plan of Merger of the aforesaid Anchor Plastics, Inc., a New York corporation, and said Anchor Plastics Industries, Inc., a Florida corporation, dated the 10th day of May, 1999, and be it further.

RESOLVED, that the president and the secretary of this corporation be and are hereby authorized to execute and deliver to the Department of State a certificate of merger in the form provided for by the Business Corporation Law of the State of New York and for the Florida Business Corporation Act.

  
Secretary

Anchor Plastics Industries, Inc.

Dated: May 10, 1999