

PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

June 17, 1999

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*****82.75 *****82.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

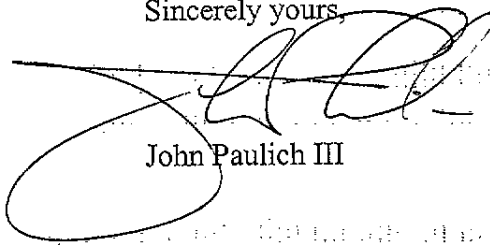
Re: COPEX U. S. A., INC., a Florida Corporation, merger with
COPEX, INC., a Massachusetts Corporation

Ladies/Gentlemen:

Enclosed, please find the ARTICLES OF MERGER OF DOMESTIC AND FOREIGN
CORPORATIONS INTO COPEX USA, INC., A FLORIDA CORPORATION and the attached
PLAN OF MERGER along with a check made payable to you in the amount of \$82.75. Please file
the Articles of Merger and return a certified copy to my attention.

Thank you for your co-operation in this regard.

Sincerely yours,



John Paulich III

enclosures
cc: Copex USA, Inc.
Copex, Inc.

Merger
6-23-99
DHS

FILED
99 JUN 21 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

COPEX, INC., a Massachusetts corporation not qualified in Florida

INTO

COPEX U.S.A., INC., a Florida corporation, P99000048956

File date: June 21, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS
INTO COPEX U. S. A., INC. A FLORIDA CORPORATION

FILED
99 JUN 21 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1101 of the Florida Statutes, the undersigned domestic and foreign corporations adapt 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 states under the laws of which they are organized are, respectively:

Copex, Inc., a Massachusetts Corporation; and

Copex U. S. A., Inc., a Florida Corporation.

Copex U. S. A., Inc. is the surviving corporation.

2. The laws of the state of Massachusetts under which the constituent foreign corporation is organized permits such merger.

3. The name of the surviving corporation is Copex U. S. A., Inc. and it 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 General Corporation Act, and was approved by the undersigned for incorporation in the manner prescribed by the laws of the State of Massachusetts under which it is organized.

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 on such plan, are as follows:

Name of corporation	number of shares outstanding
Copex, Inc.	100
Copex U. S. A., Inc.	100

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	total voted for	total voted against
Copex, Inc.	100	0
Copex, U. S. A., Inc.	100	0

Dated June 17, 1999.

COPEX, INC.,
a Massachusetts corporation

By: [Signature]
Colin E. Boothby, its President

Attested to by:

[Signature]
Colin E. Boothby, its Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of June, 1999 by Colin E. Boothby as President and Secretary of Copex, Inc., a Massachusetts corporation, who ☒ is personally known to me, or ☐ provided drivers license as identification.

[Signature]
Notary Public

Commission Expires:



Nancy K. MacMillan
MY COMMISSION # CC616162 EXPIRES
February 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

COPEX U.S.A., INC.,
a Florida corporation

By: [Signature]
Colin E. Boothby, its President

Attested to by:

[Signature]
Colin E. Boothby, its Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of June, 1999 by Colin E. Boothby as President and Secretary of Copex U.S.A., Inc., a Florida corporation, who ☒ is personally known to me, or ☐ provided drivers license as identification.

[Signature]
Notary Public

Commission Expires:



Nancy K. MacMillan
MY COMMISSION # CC616162 EXPIRES
February 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

PLAN OF MERGER

Copex U. S. A., Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 28463 Del Lago Way, Bonita Springs, Florida 34135.

Copex U. S. A., Inc. has a capitalization of five thousand authorized shares of one dollar (\$1.00) par value common stock, of which one hundred (100) shares are issued and outstanding.

Copex, Inc., a Massachusetts corporation is a corporation organized and existing under the laws of the State of Massachusetts with its principal office at 16 Brookmont Drive, Wilbraham, Massachusetts 01095.

Copex, Inc. has a capitalization of five thousand authorized shares of no par value stock, of which one hundred (100) shares are issued and outstanding.

The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Copex, Inc. be merged into Copex U.S.A., Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes 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 hereafter set forth, the constituent corporations agree as follows:

1. Merger. Copex, Inc. shall merge with and into Copex U.S.A., Inc., 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 the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the no par value common stock of Copex, Inc. issued and outstanding on the effective date of the merger shall be converted into one (1) share of One Dollar (\$1.00) par value common stock of Copex U.S.A., Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional

shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation 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 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 on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Prohibited Transactions. Neither of the constituent corporations shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent corporations may take all action necessary or appropriate under the laws of the State of Florida and the State of Massachusetts to consummate this merger.

8. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Massachusetts at meetings to be held on or before June 30, 1999, or at such other time as to which the boards of directors of the constituent corporations

may agree.

9. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

10. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before June 30, 1999; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Executed on behalf of the parties by their officers, sealed with their corporate seal, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Dated: June 17, 1999

Copex, U. S. A., Inc., a Florida Corporation

By: 
Colin E. Boothby, its President

Attested to:

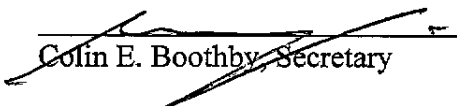

Colin E. Boothby, Secretary

Dated: June 17, 1999

Copex, Inc., a Massachusetts Corporation

By: 
Colin E. Boothby, its President

Attested to:


Colin E. Boothby, Secretary