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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC 26 AM 9:00

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2007 DEC 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Dickler Chemical Laboratories of Florida, Inc.

Certificate of Status	0
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12/27/07
merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dickler Chemical Laboratories of Florida, 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:

Christa L. Sterling, Esq.
(Contact Person)

Macfarlane Ferguson & McMullen, PA
(Firm/Company)

625 Court Street, Suite 200
(Address)

Clearwater, Florida 33756
(City/State and Zip Code)

For further information concerning this matter, please call:

Christa L. Sterling, Esq. At (727) 444-1416
(Name of Contact Person) (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

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2007 DEC 26 AM 9:00

ARTICLES AND PLAN OF MERGER

**Merger of
Dickler Chemical Laboratories, Inc.
Into
Dickler Chemical Laboratories of Florida, Inc.**

The undersigned corporations, in accordance with Sections 607.1101, et seq. of the Florida Business Corporation Act, Florida Statutes, and in accordance with Sections 1921, et. seq. of the Business Corporation Law of 1988, Pennsylvania Statutes, hereby adopt the following Articles and Plan of Merger:

Article 1

The parties hereto agree to effect this Merger.

Article 2

The corporation to survive the Merger is **Dickler Chemical Laboratories of Florida, Inc.**, a Florida corporation, which shall continue under the same name.

Article 3

The parties to these Articles and Plan of Merger are Dickler Chemical Laboratories, Inc. (hereinafter "DCL"), a Pennsylvania corporation, and Dickler Chemical Laboratories of Florida, Inc. (hereinafter "DCLF"), a Florida corporation.

Article 4

No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

Article 5

The total number of shares of stock of all classes which the parties hereto have issued and that are currently outstanding to date is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Issued and Outstanding</u>
DCL	Common (w/out par value)	
DCLF	Common (w/out par value)	100

Article 6

The manner and basis of exchanging and converting the issued stock of DCL is as follows: Each share of issued and outstanding Common Stock of DCL shall be

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converted into one share of Common Stock of DCLF. Upon the surrender of certificates representing shares of DCL stock by holders thereof, certificates for an equal number of DCLF stock shall be issued in exchange by DCLF. Shares of DCLF Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

Article 7

The principal office of DCL is located at 4201 Torresdale Avenue, Philadelphia PA 19124. The principal office of DCLF is located at 221 Turner Street, Clearwater Florida 33756. Neither party to the Merger owns property the title to which could be affected by the recording of an instrument among the land records.

Article 8

These Articles and Plan of Merger were duly adopted and approved by the ~~Boards of Directors and the sole Stockholder~~ of DCL and DCLF, respectively, in each case by Written Consent of all directors and all Stockholders in lieu of a Joint Meeting executed on even date herewith in the manner and by the vote required by the laws of Florida and Pennsylvania.

Article 9

The Plan of Merger is as follows:

9.1 The Articles of Incorporation of DCLF, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of DCLF and shall not be changed or amended by the Merger.

9.2 DCLF reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

9.3 The Bylaws of DCLF, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of DCLF until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The directors of DCLF as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of DCLF. The number of directors of DCLF shall continue to be three and shall continue to be the following persons: **Stephen R. Seneca, Scott Spencer, and Geoff Weber.**

The following officers of DCLF immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next

Annual Meeting of the board of directors of DCLF:

Stephen R. Seneca	President (CEO)
William Paris	Treasurer (CFO)
Eric Schwamberger	Vice President and Secretary (COO)
Geoff Weber	Assistant Secretary

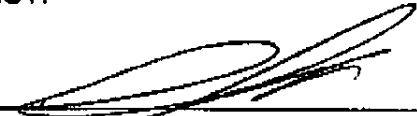
9.5 Each share of issued and outstanding Common Stock of DCL shall be converted into one share of Common Stock of DCLF. Upon the surrender of certificates representing shares of DCL stock by holders thereof, certificates for an equal number of DCLF stock shall be issued in exchange by DCLF. Shares of DCLF Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

9.6 On the effective date of the Merger, the separate existence of DCL shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by DCLF to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of DCL by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

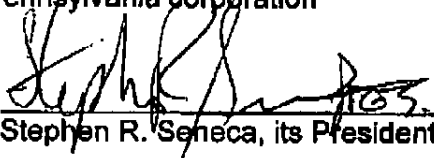
9.7 The effective date of the Merger shall be January 1, 2008.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary of each of the corporations a party to this agreement, this 24 day of December, 2007.

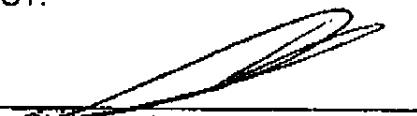
ATTEST:

By: 
Geoff Weber, its Assistant Secretary

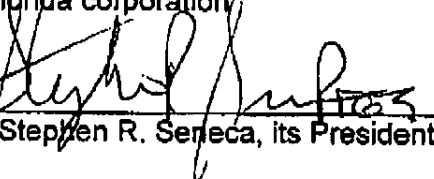
Dickler Chemical Laboratories, Inc.
a Pennsylvania corporation

By: 
Stephen R. Seneca, its President

ATTEST:

By: 
Geoff Weber, its Assistant Secretary

Dickler Chemical Laboratories
of Florida, Inc.
a Florida corporation

By: 
Stephen R. Seneca, its President

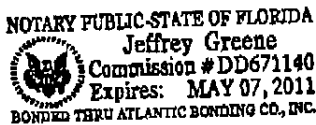
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Stephen R. Seneca**, as President of **Dickler Chemical Laboratories, Inc.**, a Pennsylvania corporation, to me well known to be the individual described herein and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this 24 day of December, 2007.

[NOTARY SEAL]

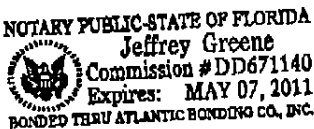


Jeffrey Greene
Notary Public

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Stephen R. Seneca**, as President of **Dickler Chemical Laboratories of Florida, Inc.**, a Florida corporation, to me well known to be the individual described herein and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this 24 day of December, 2007.

[NOTARY SEAL]



Jeffrey Greene
Notary Public

WAIVER OF 30-DAY PERIOD

The undersigned, **Pak-It, LLC**, the owner and holder of all of the issued and outstanding shares of **Dickler Chemical Laboratories, Inc.**, a Pennsylvania corporation, said corporation having only one class of stock and **Pak-It, LLC**, the owner and holder of all of the issued and outstanding shares of **Dickler Chemical Laboratories of Florida, Inc.**, a Florida corporation, said corporation having only one class of stock, hereby acknowledges the receipt of a copy of a Plan of Merger whereby **Dickler Chemical Laboratories, Inc.**, a Pennsylvania corporation, will be merged into, **Dickler Chemical Laboratories of Florida, Inc.**, a Florida corporation, and does further hereby waive the 30-day notice requirement before the delivery to the Department of State of the Articles of Merger, and does hereby consent to the immediate delivery of said Articles of Merger to the Department of State.

Dated this 24 day of December, 2007.

Pak-It, LLC
a Florida limited liability company
By: [Signature] 12/24/07
Stephen R. Seneca, its Manager

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Stephen R. Seneca**, as Manager of **Pak-It, LLC**, a Florida limited liability company, to me well known and known to me to be the individual described in and who executed the foregoing document, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

24 WITNESS my hand and official seal at Clearwater, Pinellas County, Florida, this day of December, 2007.

[NOTARY SEAL]

[Signature]
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Jeffrey Greene
Commission #DD671140
Expires: MAY 07, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

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