

Secretary of State
Business Services and Regulation

Suite 315, West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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LIBERTY CORPORATE SERVICES, INC.
JEFF WAUGH
3998 ASHFORD-DUNWOODY ROAD
ATLANTA, GEORGIA 30319

CERTIFICATE OF MERGER

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:

UPF, INC., a Georgia corporation

Non-Surviving Entity:

UNITED PLASTIC FILMS, INC., a Georgia corporation



SECURITIES
656-2894

CEMETRIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

ARTICLES OF MERGER
OF
UNITED PLASTIC FILMS, INC.
(A Georgia Corporation)
INTO
UPF, INC.
(A Georgia Corporation)

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Georgia, is **UNITED PLASTIC FILMS, INC.**
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Georgia, is **UPF, Inc.**
3. **UPF, Inc.** owns all of the outstanding shares of **UNITED PLASTIC FILMS, INC.**, all of which are of one class.
4. The following is the Plan of Merger for merging **UNITED PLASTIC FILMS, INC.** into **UPF, Inc.** as approved by resolution of the Board of Directors of **UPF, Inc.**:

WHEREAS, UPF, Inc. owns 100% of the outstanding shares of **United Plastic Films, Inc.**; and

WHEREAS, it is in the best interest of **UPF, Inc.** to merge **United Plastic Films, Inc.** into itself.

"**THEREFORE, BE IT RESOLVED** that **United Plastic Films, Inc.** be merged into **UPF, Inc.** immediately in accordance with the provisions of the Georgia Business Corporation Code and that the officers of the corporation be, and hereby are, authorized and directed to execute, acknowledge and file Articles of Merger and such other documents as may be necessary and proper to effect such merger in the appropriate jurisdictions. For accounting purposes, the merger will be effective May 31, 1994."

"BE IT FURTHER RESOLVED that the issued shares of UPF, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished."

5. UPF, Inc in its capacity as the holder of all of the outstanding shares of UNITED PLASTIC FILMS, INC. waived the mailing of a copy of the Plan of Merger to UPF, Inc. otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

6. Shareholder approval was not required.

7. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated August 5, 1994.

UPF, Inc.

By: _____
John J. Dill, Vice President

ATTEST:

Sue Badberg
Sue Badberg, Assistant Secretary