

*Intercounty
Clearance
Corporation*



Page 1

PERSON, THACHER & BARTLETT, ESQS.
ALEXINGTON AVENUE
FLOOR
NEW YORK, NY 10017

July 6, 1999
Account #773-LC
Order #A07975-5
Reference #067365/0070

Attention: BRIAN GINGOLD
(212)455-2000

Re: REID PLASTICS, INC. MERGED INTO: REID PLASTICS GROUP LLC

Your request, Intercounty has performed a filing of:

SECRETARY OF STATE, DE (Filing of CERTIFICATE OF MERGER)

Attached, please find official notice of the Filing of
CERTIFICATE OF MERGER for REID PLASTICS, INC. MERGED INTO:
REID PLASTICS GROUP LLC as filed with DE, SECRETARY OF STATE
ON 07/02/1999.

Warranty our information to be as accurate as Reasonable Care can make it. However, the ultimate responsibility for
maintaining the files rests with the Filing Officer and we will accept no liability beyond the exercise of Reasonable Care.

New York City • Albany • Boston • Trenton
440 Ninth Avenue, New York, NY 10001 (212)594-0020 (800)229-4422 Fax (212)594-1304

TRADEMARK
REEL: 002321 FRAME: 0340

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:
"REID PLASTICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "REID PLASTICS GROUP LLC" UNDER THE NAME OF "REID PLASTICS GROUP LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JULY, A.D. 1999, AT 9:06 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3036582 8100M

991272297

AUTHENTICATION:

9846302

DATE:

07-02-99

TRADEMARK

REEL: 002321 FRAME: 0341

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:06 AM 07/02/1999
 991272297 - 3036582

**CERTIFICATE OF MERGER OF
 REID PLASTICS, INC.
 INTO
 REID PLASTICS GROUP LLC**

July 1, 1999

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, *et seq.* (the "Act"),

DOES HEREBY CERTIFY:

First: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Status</u>	<u>Jurisdiction of Formation or Organization</u>
Reid Plastics, Inc.	disappearing entity	Delaware
Reid Plastics Group LLC	surviving entity	Delaware

Second: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 264(c) and Section 228 of the General Corporation Law of the State of Delaware, 8 Del. C. § 101 *et seq.* and in accordance with Section 18-209 of the Act by (i) Reid Plastics, Inc. (the "Corporation") and (ii) Reid Plastics Group LLC (the "LLC").

Third: The name of the surviving Delaware limited liability company is Reid Plastics Group LLC.

Fourth: The merger of the Corporation into the LLC shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

Fifth: The Certificate of Formation of the LLC, which is surviving the merger, shall be the Certificate of Formation of the surviving limited liability company.

Sixth: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 2515 McKinney Avenue, Suite 850, Dallas, Texas 75201.

Seventh: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without costs, to any member of the LLC, and to any stockholder of the Corporation.

By: REID PLASTICS GROUP LLC

By: Consolidated Container Company LLC,
as its Sole Member and Manager

By: Consolidated Container Company LLC,
as its Sole Member and Manager

By: *Steve*
Name: Steven M Silver
Title: Vice President