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FORM **BCA 11.25** (rev. Dec. 2003)

## ARTICLES OF MERGER, CONSOLIDATION OR EXCHANGE

Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
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**FILED**

**JUN 18 2004**

JESSE WHITE  
SECRETARY OF STATE



Doc#: **0417527111**  
Eugene "Gene" Moore Fee: \$32.50  
Cook County Recorder of Deeds  
Date: 06/23/2004 04:02 PM Pg: 1 of 5

Remit payment in the form of a check or money order payable to the Secretary of State.

The filing fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

File # 51308875 Filing Fee: \$ 100<sup>00</sup> Approved: [Signature]  
Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Polamer, Inc.</u>	<u>Illinois</u>	<u>51308875</u>
<u>Eastern Express, Inc.</u>	<u>Illinois</u>	<u>58555975</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> ~~acquiring~~ corporation: Polamer, Inc.

(b) it shall be governed by the laws of: Illinois

**If not sufficient space to cover this point, add one or more sheets of this size.**

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows:

Upon the terms and subject to the conditions of the attached Plan of Merger, 100 shares of Eastern Express, Inc. common stock shall be converted into and become one share of Polamer, Inc. stock such that the surviving corporation shall have 200 issued and outstanding shares of stock.

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5. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

**(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)**

**(Only "X" one box for each Illinois corporation)**

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Polamer, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Eastern Express, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

- a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

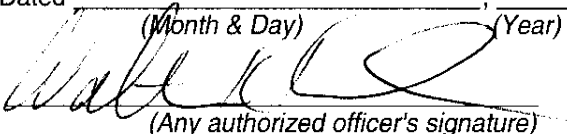
- b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was June 16, 2004.  
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

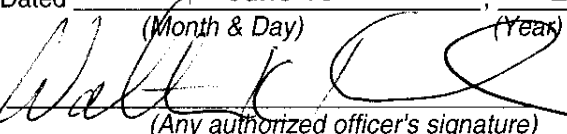
*(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)*

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated June 16, 2004  
(Month & Day) (Year)  
  
(Any authorized officer's signature)

Polamer, Inc.  
(Exact Name of Corporation)

Walter K. Kotaba, President  
(Type or Print Name and Title)

Dated June 16, 2004  
(Month & Day) (Year)  
  
(Any authorized officer's signature)

Eastern Express, Inc.  
(Exact Name of Corporation)

Walter K. Kotaba, President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

\_\_\_\_\_  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)  
 \_\_\_\_\_  
(Type or Print Name and Title)

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## PLAN OF MERGER

**1.1 The Merger.** Upon the terms and subject to the conditions of this Agreement and in accordance with the Business Corporation Act of the State of Illinois, as amended (the "BCA"), as of the Effective Time (as defined in Section 1.2), (a) EASTERN EXPRESS, INC. ("EASTERN EXPRESS") shall be merged with and into POLAMER, INC. ("POLAMER"), (b) the separate existence of EASTERN EXPRESS shall thereupon cease and (c) POLAMER, as the surviving corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Illinois. EASTERN EXPRESS and POLAMER are sometimes referred to herein as the "Constituent Corporations".

**1.2 Effective Time of the Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger, to be executed, acknowledged and filed with the Secretary of State of the State of Illinois (the "Illinois Secretary") as provided in the BCA. The date and time of such filing is herein sometimes referred to as the "Effective Time."

**1.3 Effect of the Merger.** At the Effective Time, the Constituent Corporations shall become a single corporation, and the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, powers, franchises and authority of a public and private nature, and be subject to all of the restrictions, disabilities and duties, of each of the Constituent Corporations. The Surviving Corporation shall be vested with all the rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations, and all assets and property of every description, real, personal and mixed, and every interest therein, wherever located, and all debts or other obligations belonging or due to either of the Constituent Corporations on whatever account, as well as stock subscriptions and all other things in action or belonging to each of such Constituent Corporations.

**1.4 Articles of Incorporation and By-Laws.** At the Effective Time, the Articles of Incorporation of POLAMER, as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law and such Articles of Incorporation. It is resolved that the Surviving Corporation shall have 1,000 authorized shares of common stock. The By-Laws of POLAMER shall be the By-Laws of the Surviving Corporation until thereafter amended in accordance with applicable law and such By-Laws.

**1.5 Directors and Officers of the Surviving Corporation.** At the Effective Time, each director of EASTERN EXPRESS shall cease to hold such office, and the directors of POLAMER shall become the directors of the Surviving Corporation, each of whom shall hold such office until the next annual meeting of shareholders of the Surviving Corporation and until his successor shall have been elected or appointed and qualified to serve or otherwise as provided in the Articles of Incorporation or By-Laws of the Surviving Corporation. At the Effective Time, each officer of EASTERN EXPRESS shall cease to

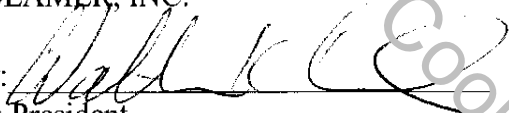
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hold such office, and the officers of POLAMER shall become the officers of the Surviving Corporation, in the same capacity or capacities, each of whom shall serve at the pleasure of the Board of Directors of the Surviving Corporation.

**1.6 Conversion of EASTERN EXPRESS Common Stock.** Every one hundred (100) shares of EASTERN EXPRESS's common stock (the "EASTERN EXPRESS Common Stock") issued and outstanding immediately prior to the Effective Time shall automatically be converted into and become one (1) validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation and the aggregate of such shares issuable upon such conversion shall constitute the only outstanding shares of capital stock of the Surviving Corporation such that upon completion of the merger the Surviving Corporation shall have two hundred (200) shares of common stock issued and outstanding.

DATED: June 16, 2004

POLAMER, INC.

By:   
Its: President

EASTERN EXPRESS, INC.

By:   
Its: President

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