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Division of Corporations

FAX NO.

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162572

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MERGER OR SHARE EXCHANGE

Armellini Express Lines, Inc.

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Merger

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Florida Dept of State



October 31, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ARMELLINI EXPRESS LINES, INC.
P.O. BOX 678
PALM CITY, FL 34991-0678US

SUBJECT: ARMELLINI EXPRESS LINES, INC.
REF: 162572

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000246019
Letter Number: 408A00055770

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Chapters 607.1101, 607.1102, 607.1103, 607.1104 and 607.1105, Florida Statutes.

FIRST: The exact name, address of its principal office, jurisdiction, and document number for each merging corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Doc. No.</u>
Armellini Industries, Inc. 3446 SW Armellini Avenue P.O. Box 678 Palm City, Florida 34990	Florida	M09500

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Doc. No.</u>
Armellini Express Lines, Inc. 3446 SW Armellini Avenue P.O. Box 678 Palm City, Florida 34990	Florida	162572

THIRD: The attached Agreement and Plan of Merger meets the requirements of Chapters 607.1101, 607.1102, 607.1103, 607.1104 and 607.1105, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The merger shall become as effective as of October 31, 2008.

FIFTH: The Agreement and Plan of Merger was adopted by Written Consent of the Board of Directors and Shareholders of the surviving corporation effective as of October 31, 2008.

SIXTH: The Agreement and Plan of Merger was adopted by Written Consent of the Board of Directors and Shareholders of the merging corporation effective as of October 31, 2008.

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TALLAHASSEE, FLORIDA

SIGNATURE(S) FOR EACH PARTY:

ARMELLINI INDUSTRIES, INC.

By: *David Armellini*
Name: David Armellini
Title: President/Director
Date: 10/27, 2008

ARMELLINI EXPRESS LINES, INC.

By: *David Armellini*
Name: David Armellini
Title: President/Director
Date: 10/27, 2008

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AGREEMENT AND PLAN OF MERGER

BETWEEN

ARMELLINI INDUSTRIES, INC., a Florida corporation

AND

ARMELLINI EXPRESS LINES, INC., a Florida corporation

A. CORPORATIONS PARTICIPATING IN MERGER.

ARMELLINI INDUSTRIES, INC., a Florida corporation (the "Disappearing Corporation") shall merge with and into ARMELLINI EXPRESS LINES, INC., a Florida corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION.

After the Merger, the Surviving Corporation shall continue to have the name "ARMELLINI EXPRESS LINES, INC."

The Surviving Corporation shall continue to be incorporated under and governed by the laws of the State of Florida.

The principal business office of the Surviving Corporation shall continue to be:

3446 S.W. Armellini Avenue
P.O. Box 678
Palm City, Florida 34990

C. MERGER

Pursuant to the terms and conditions of this Agreement and Plan of Merger ("Agreement"), the Disappearing Corporation will merge into the Surviving Corporation ("Merger"). Upon the Merger becoming effective, the corporate existence of the Surviving Corporation will continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Disappearing Corporation, and the separate corporate existence of the Disappearing Corporation shall cease. The time when the Merger becomes effective is hereinafter referred to as the "Effective Date."

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D. CONVERSION OF OUTSTANDING STOCK.

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

i) On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof each share of capital stock of the Parent Corporation/Disappearing Corporation and the Subsidiary Corporation/Surviving Corporation shall automatically be cancelled and the Subsidiary Corporation/Surviving Corporation shall issue new shares to the former holders of the shares of the Parent Corporation/Disappearing Corporation the same number and classes of shares such holders owned in the Parent Corporation/Disappearing Corporation immediately prior to the Effective Date.

ii) On the Effective Date, by virtue of the Merger, all of the estate, property, assets, securities, obligations, liabilities, rights, privileges, powers and franchises of the Parent Corporation/Disappearing Corporation shall be vested in and held by the Subsidiary Corporation/Surviving Corporation as fully and entirely and without change of diminution as the same were before held and enjoyed by the Parent Corporation/Disappearing Corporation.

E. ARTICLES OF INCORPORATION AND BYLAWS.

The Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation and Bylaws shall constitute the Articles of Incorporation and Bylaws of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation and Bylaws of the Surviving Corporation.

F. TAX FREE REORGANIZATION

For Federal income tax purposes it is intended by the Disappearing Corporation and the Surviving Corporation that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a plan of reorganization.

G. GOVERNING LAW

This Agreement and Plan of Merger shall be governed by the laws of the Florida.

H. COUNTERPARTS.

This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties by their duly authorized officers effective as of the 31st day of October, 2008.

Subsidiary Corporation/Surviving Corporation:

ARMELLINI EXPRESS LINES, INC.

By: *David Armellini President*

Name: David Armellini

Title: President/Director

Parent Corporation/Disappearing Corporation:

ARMELLINI INDUSTRIES, INC.

By: *David Armellini President*

Name: David Armellini

Title: President/Director

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