

L52786

Florida Department of State
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MERGER OR SHARE EXCHANGE
Natural Carolina Natural Energy, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
North Carolina Natural Energy, Inc.	Florida	L52786

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
X-Press America, Inc.	Florida	P12000009573

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1/30/2012 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1/30/2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

**PLAN OF MERGER
OF
X-PRESS AMERICA, INC.,
(a Florida corporation)
INTO
NORTH CAROLINA NATURAL ENERGY, INC.,
(a Florida corporation)**

THIS PLAN OF MERGER is entered into this 30th day of January, 2012, by and between X-Press America, Inc., a Florida corporation, and North Carolina Natural Energy, Inc., a Florida corporation, and is being made pursuant to Section 607.1101, Florida Statutes.

First:

X-Press America, Inc. a Florida corporation, is the "Merged Corporation" and North Carolina Natural Energy, Inc., a Florida corporation, is the "Surviving Corporation".

Second:

The Merged Corporation is a subsidiary of the Surviving Corporation, with the Surviving Corporation owning Ninety percent (90%) of the issued and outstanding shares of capital stock of the Merged Corporation.

Third:

The merger shall become effective upon filing of Articles of Merger with the Florida Secretary of State of Florida (the "Effective Time").

Fourth:

The principal office of the Merged Corporation is located at 12053 Saratoga Woods Lane, Humble, TX 77346. The principal office of the Surviving Corporation is located at 126 Walker Road, Lenoir, NC 28090.

Fifth:

The Merged Corporation owns no interest in real property in the State of Florida.

Sixth:

(a) The total number of shares of stock which the Merged Corporation is authorized to issue is 50,000,000 shares of common stock and no shares of preferred stock. As of the date hereof, the Merged Corporation has 10,231,000 shares of common stock issued and outstanding, of which 9,420,542 shares are owned, of record and beneficially, by the Surviving Corporation.

(b) The total number of shares of stock which the Surviving Corporation is authorized to issue is 10,070,000,000 shares of which 10,000,000,000 shares of common stock and 70,000,000 shares of preferred stock, of which 10,000,000 shares are designated as Series A preferred stock and 50,000,000 shares are designated as Series B preferred stock. As of the date hereof, the Surviving Corporation has 381,141,340 shares of common stock, 580,502 shares of Series A preferred stock and 4,355,698 shares of Series B preferred stock are issued and outstanding.

Seventh:

At the Effective Time, the Merged Corporation shall be merged with and into the Surviving Corporation; the separate existence of the Merged Corporation shall cease and the Successor Corporation shall continue in existence and shall possess and and all purposes and powers of the Merged Corporation; and all assets, rights, properties and privileges as well as debts, obligations and duties of the Merged Corporation shall be transferred to, vested in and devolved upon the Successor Corporation without further act or deed.

Eight:

(a) Each share of common stock of the Merged Corporation that is outstanding immediately prior to the Effective Time shall be converted into One Hundred Ninety-One and 25/100 (191.25) shares of the common stock of the Surviving Corporation, rounded up to the next whole number of shares, at the Effective Time without the necessity of any action on the part of the holder thereof, except as provided or in paragraph (b) of this Article Eight.

(b) Each share of common stock of the Merged Corporation that is owned by the Surviving Corporation immediately prior to the Effective Time shall be canceled and shall not be eligible for conversion into common stock of the Surviving Corporation.

(c) Each share of common stock of the Surviving Corporation that is owned by the Merged Corporation immediately prior to the Effective Time shall be canceled and become authorized, but unissued shares at the Effective Time.

(d) Effective as of the Effective Time, each holder of a certificate which prior to thereto represented shares of common stock of the Merged Corporation (except those excluded pursuant to paragraph (b) above, shall, upon surrender of the same, be entitled to receive in exchange therefore a certificate representing the number of shares of common stock of the Surviving Corporation into which the shares theretofore represented by the certificate so surrendered shall have been converted as provided in paragraph (a); provided that no partial shares of the common stock of the Surviving Corporation shall be issued and any partial share shall be rounded up to the next whole share. Until so surrendered, each such outstanding certificate that prior to the Effective Time represented shares of stock of the Merged Corporation shall be deemed for all corporate purposes, to evidence ownership of the number of shares of common stock of the Surviving Corporation into which such shares shall have been so converted.

Ninth: The terms and conditions of the transaction set forth in this Plan of Merger were advised, authorized and approved by the Merged Corporation and the Successor Corporation in the manner and by the vote required by the laws of the State of Florida as follows:

(a) The Plan of Merger was duly authorized by the Board of Directors of the Merged Corporation by Written Consent dated January 30, 2012. Pursuant to 607.1104, Florida Statutes, approval of the Plan of Merger by the shareholders of the Merged Corporation is not required as the Surviving Corporation owns Ninety percent (90%) of the issued and outstanding capital stock of the Merged Corporation. However, the shareholders of the Merged Corporation who, except for the applicability of 607.1104, Florida Statutes, would be entitled to vote and who dissent from the Plan of Merger pursuant to 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of Florida Statutes regarding appraisal rights, to be paid the fair value of their shares.

(b) The Plan of Merger was duly authorized by the Board of Directors of the Surviving Corporation by Written Consent dated January 30, 2012. Pursuant to 607.1104, Florida Statutes, approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required as the Surviving Corporation owns Ninety percent (90%) of the issued and outstanding capital stock of the Merged Corporation.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed by a duly authorized officer of each of the Merged Corporation and the Surviving Corporation on the date first set forth hereinabove.

X-PRESS AMERICA, INC.
a Florida corporation

by: 
Bruce E. Thomsen, President

NORTH CAROLINA NATURAL ENERGY, INC.
a Florida corporation

by: 
Clinton E. Walker, President