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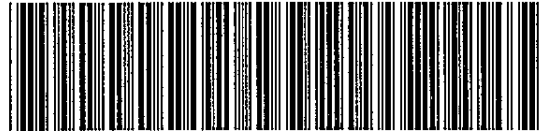
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FILED
02 DEC -9 AM 11:43
TALLAHASSEE, FLORIDA

Ps 12/26/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN FOAM TECHNOLOGIES, INC., AN ALABAMA CORPORATION
NOT QUALIFIED IN FLORIDA

INTO

ALTERNA PRODUCTS, INC., a Florida entity, P01000106164

File date: December 9, 2002

Corporate Specialist: Pamela Smith

FRED ELEFANT, P. A.

ATTORNEY AT LAW

DUPONT CENTER, SUITE 105
1650 PRUDENTIAL DRIVE
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JACKSONVILLE, FL 32201-0749

December 6, 2002

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

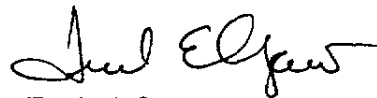
RE: Alterna Products, Inc.

Gentlemen:

I am enclosing the original and one copy of Articles of Merger of Southern Foam Technologies, Inc. and Alterna Products, Inc. (the surviving corporation). I have also enclosed a check in the amount of \$43.75 for the filing fee and for one certified copy.

Please return all correspondence concerning this matter to the undersigned. If you need further information concerning this matter, please let me know.

Sincerely,



Fred Elefant

FE/lc
Enclosures

ARTICLES OF MERGER
OF
SOUTHERN FOAM TECHNOLOGIES, INC., an Alabama Corporation,
into
ALTERNA PRODUCTS, INC., a Florida Corporation

FILED
02 DEC -9 AM 11:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between SOUTHERN FOAM TECHNOLOGIES, INC., an Alabama corporation ("SFT"), and ALTERNA PRODUCTS, INC., a Florida corporation ("API").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), SFT and API adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated November 25, 2002 ("Plan of Merger") between SFT and API was approved and adopted by the shareholders of SFT on November 19, 2002, and was approved and adopted by the Board of Directors and shareholders of API on November 19, 2002.

2. Under the Plan of Merger, all issued and outstanding shares of SFT's stock will be acquired by means of a merger of SFT into API, with API the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on November 25, 2002.

SOUTHERN FOAM TECHNOLOGIES,
INC., an Alabama corporation

By: Charles M. Wilson
Print Name: Charles M. Wilson
Title: Pres.

(CORPORATE SEAL)

ALTERNA PRODUCTS, INC., a Florida
corporation

By: Edward Mashek
Edward Mashek
President

(CORPORATE SEAL)

AGREEMENT AND PLAN OF MERGER

Merger between Alterna Products, Inc., a Florida corporation (the "Surviving Corp.") and Southern Foam Technologies, Inc., an Alabama corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.