

Division of Corporations

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ATTN: Karen Gibson

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

NAT WOLF CORPORATION

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPREME FERTILIZER & CHEMICAL CO., a Florida corporation, document
number 321056

INTO

NAT WOLF CORPORATION, a Florida corporation, 181228

File date: July 9, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
MERGING SUPREME FERTILIZER & CHEMICAL CO.
INTO NAT WOLF CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging SUPREME FERTILIZER & CHEMICAL CO., a Florida corporation ("Supreme Fertilizer"), into NAT WOLF CORPORATION, a Florida corporation ("Nat Wolf").

1. A copy of the Plan of Merger (the "Plan") is set forth below:

(a) Merger of Supreme Fertilizer into Nat Wolf. Supreme Fertilizer shall be merged with and into Nat Wolf pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Merger"). The separate existence of Supreme Fertilizer shall thereupon cease, and Nat Wolf, as the surviving corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Supreme Fertilizer, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act. On the effective date of the Merger, each share of Supreme Fertilizer's capital stock issued and outstanding immediately prior thereto will be converted into the right to receive common stock of Nat Wolf at a rate of .02035 shares of Nat Wolf common stock for each 31.25 shares of Supreme Fertilizer stock. After the effective date of the Merger, no shares of Supreme Fertilizer shall be deemed outstanding or to have any rights other than those set forth in this paragraph 1(a).

(b) Effect on Nat Wolf Stock. Each share of Nat Wolf capital stock issued and outstanding prior to the Merger and all rights in respect thereof shall be unaffected by the Merger and shall, upon the effective date thereof, remain issued and outstanding, fully paid and non-assessable.

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(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Nat Wolf, as amended and in effect immediately prior to the effective date of the Merger shall, without any amendments, be the Articles of Incorporation and Bylaws of the surviving corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of Nat Wolf in office on the effective date of the Merger shall remain the officers and directors of the surviving corporation for their remaining term and until their successors are duly appointed and qualify.

(e) Effective Date. The Merger will become effective when Articles of Merger have been filed with the Florida Secretary of State pursuant to Section 607.1105 of the Florida Business Corporation Act.

2. The Plan was approved and adopted by the shareholders and Board of Directors of Supreme Fertilizer on July 9, 1999.

3. The Plan was approved and adopted by the shareholders and Board of Directors of Nat Wolf on July 9, 1999.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of July 9, 1999.

SUPREME FERTILIZER & CHEMICAL CO.

a Florida corporation

By: 

Leonard Wolf, President

NAT WOLF CORPORATION,
a Florida corporation

By: 

Susan Scheinberg, President

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