

J21054

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
TOULA MANUFACTURING, LTD., INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TOULA MANUFACTURING LTD., INC., a Texas Corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas G. Hineman
Contact Person

Meadows, Collier, Reed, Cousins, Crouch & Ungerman, L.L.P.
Firm/Company

901 Main St., Ste. 3700
Address

Dallas, TX 75202
City/State and Zip Code

thineman@meadowscollier.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas G. Hineman
Name of Contact Person

At (214) 744-3700
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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)
<u>Toula Manufacturing Ltd., Inc.</u>	<u>Texas</u>	<u>800689074</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Toula Manufacturing Limited, Inc.</u>	<u>Florida</u>	<u>J21054</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 05/28/2010

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 05/30/2010

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

(Attach additional sheets if necessary)

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Seventh: **SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleToula Manufacturing Ltd., Inc. 

Tienhsiang E. Wang, President

Toula Manufacturing Limited, Inc. 

Tienhsiang E. Wang, President

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Toula Manufacturing Ltd., Inc.</u>	<u>Texas</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Toula Manufacturing Limited, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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Third: The terms and conditions of the merger are as follows:

TOULA MANUFACTURING LIMITED, INC., a Florida corporation ("Nonsurvivor") shall be merged into TOULA MANUFACTURING LTD., INC., a Texas corporation (the "Survivor"). On completion of the merger, the name of the surviving corporation will be TOULA MANUFACTURING LTD., INC., a Texas corporation. On completion of the merger, the Survivor shall be governed by the terms of the Certificate of Formation attached hereto.

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

The shares of both Survivor and Nonsurvivor are held by the same persons, in the same percentages. Accordingly, no additional shares of Survivor shall be issued pursuant to the merger.

(Attach additional sheets if necessary)

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Jun. 28 2010 11:15AM P6/10

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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FILED
In the Office of the
Secretary of State of Texas

AUG 02 2008

**ARTICLES OF INCORPORATION
OF
TOULA MANUFACTURING LTD., INC.****Corporations Section**

The undersigned, a natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation (the "Articles") for such corporation:

**ARTICLE ONE
CORPORATE NAME**

The name of the corporation is **TOULA MANUFACTURING LTD., INC.**

**ARTICLE TWO
REGISTERED OFFICE AND AGENT**

The address of the initial registered office is 1620 East Belt Line Road, Suite 202, Carrollton, Texas 75006, and the name of its initial registered agent at such address is M. Drew Siegel.

**ARTICLE THREE
DIRECTORS**

The number of directors constituting the initial board of directors is one (1), the name(s) and address(es) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholders until the successor(s) is/are elected and qualified:

Tienhsiang Eddie Wang
2551 S.W. Grapevine Parkway
Grapevine, Texas 76051

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ARTICLE FOUR
AUTHORIZED SHARES/CAPITALIZATION

The aggregate number of shares which the corporation shall have the authority to issue is One Million (1,000,000) shares and the shares shall have no par value. The shares are designated Common Stock and have identical rights and privileges in every respect.

ARTICLE FIVE
DURATION

The period of its duration is perpetual.

ARTICLE SIX
PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation is incorporated under the Texas Business Corporation Act.

ARTICLE SEVEN
COMMENCEMENT OF BUSINESS

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

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**ARTICLE EIGHT
NON-CUMULATIVE VOTING**

Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

**ARTICLE NINE
DENIAL OF PREEMPTIVE RIGHTS**

No holder of any stock of the corporation shall be entitled as a matter of right to purchase or subscribe for any part of any stock of the corporation authorized by these Articles or of any additional stock of any class to be issued by reason of any increase of the authorized stock of the corporation, or of any stock, bonds, certificates of indebtedness, debentures, warrants, options, or other securities convertible into any class of stock of the corporation, but any stock authorized by these Articles or any such additional stock of any class so to be issued and disposed of by the Board of Directors to such persons, firms, corporations, or associations for such consideration and upon such terms and in such manner as the Board of Directors may in its discretion determine without offering any thereof on the same terms to the shareholders then of record or to any class of shareholders, provided only that such issuance may not be inconsistent with any provision of law or with any of the provisions of these Articles.

**ARTICLE TEN
INCORPORATOR**

The name and address of the incorporator is:

M. Drew Siegel, Esq.
1620 East Belt Line Road
Suite 202
Carrollton, Texas 75006

EFFECTIVENESS OF FILING

This document shall become effective when the document is filed by the Secretary of State.

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EXECUTION

The incorporator signs these Articles of Incorporation subject to the penalties imposed by the law for the subscriptions of a false or fraudulent document, this 27 day of August, 2006.


M. Drew Siegel

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared M. Drew Siegel, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 27 day of August, 2006.

SEAL


Notary Public, State of Texas

My Commission Expires:
2-27-08

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