

L 76630

CT CORPORATION SYSTEM

FILED
00 DEC 13 PM 3 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Venture Products International, Inc. Merged Into: Venture Products Interna

100003500391--1

12/13/00 01035-011
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name: 1
Availability: 12/13/00
Document: 1
Examiner: 1
Updater: 1
Verifier: 1
Wp Verifier: 1

12/13/00

Order#: 3465391

Ref#: _____

Amount: \$ _____

EFFECTIVE DATE
12-31-00

Q. COULLETTE DEC 14 2000

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

VENTURE PRODUCTS INTERNATIONAL, INC., a Florida corporation, L76630

INTO

VENTURE PRODUCTS INTERNATIONAL OF ASHVILLE, INC., a North
Carolina corporation not qualified in Florida.

File date: December 13, 2000, effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

PATLA, STRAUS, ROBINSON & MOORE, P. A.

SUITE 300 - 29 NORTH MARKET

ASHEVILLE, NORTH CAROLINA

J. A. PATLA (1881-1979)
ROBERT J. ROBINSON
STEVEN I. GOLDSTEIN
VICTOR W. BUCHANAN
ROBERT A. FREEMAN III
RICHARD S. DANIELS
KERRY A. FRIEDMAN
VIRGINIA P. LITZENBERGER
SHARON TRACEY BARRETT
MARK C. MARTIN
CLIFFORD P. PARSON
CAROL EUBANK
EILEEN M. McMINN
HARRIS M. LIVINGSTAIN
ALAN Z. THORNBURG

MAILING ADDRESS:
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828/255-7641

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RETIRED
WILLIAM C. MOORE

OF COUNSEL
KARL H. STRAUS

December 13, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Venture Products International, Inc.

Dear Sir or Madam:

Please find enclosed for filing an original of Articles of Merger and Plan of Merger, along with an exact copy of both, regarding the above Florida corporation, which will be the disappearing corporation, and Venture Products International of Asheville, Inc., which will be the surviving corporation.

This corporation has recently been reinstated. Enclosed please find a copy of the reinstatement for your reference if necessary.

Please also find enclosed a check for \$70.00 for the filing fee.

Please send the filing confirmation to me at the above address when the filing has been completed.

Thank you for your help.

Very truly yours,



Carol Eubank

Enclosures

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, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
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<u>Venture Products International of Asheville, Inc.</u>	<u>North Carolina</u>
--	-----------------------

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

<u>Venture Products International, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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00 DEC 13 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

EFFECTIVE DATE
12-31-00

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

OR 12 / 31 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 12/12/00 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 12/12/00

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature


Typed or Printed Name of Individual & Title

Venture Products - 100
International, Inc.

W. Wilson

John McLeod, President

Venture Products Inter-
national of Asheville, Inc.

nc. 

John McLeod, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Venture Products International of
Asheville, Inc.

North Carolina

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Venture Products International, Inc.

Florida

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

See Attachment A

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:

See Attachment A

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

See Attachment A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See Attachment A

ATTACHMENT A TO PLAN OF MERGER
SURVIVING CORPORATION – VENTURE PRODUCTS INTERNATIONAL OF ASHEVILLE, INC.
MERGING CORPORATION – VENTURE PRODUCTS INTERNATIONAL, INC.

Third: Effective on December 31, 2000, the Merging Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation. As of the effective date, the Surviving Corporation's corporate name shall be changed from "Venture Products International of Asheville, Inc." to "Venture Products International, Inc.". The separate existence of the Merging Corporation shall cease on the effective date, the corporate existence of the Surviving Corporation (with changed corporate name) shall continue, and thereupon the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall succeed, insofar as determined by law, to all rights, assets, liabilities and obligations of the Merging Corporation in accordance with the North Carolina Business Corporation Act (the "Act").

Except as amended hereby, the Articles of Incorporation of the Surviving Corporation as filed in the office of the Secretary of State of North Carolina shall continue to constitute the Articles of Incorporation of the Surviving Corporation.

The Bylaws of the Merging Corporation, as the same shall exist on the effective date of this merger, shall constitute the Bylaws of the Surviving Corporation.

Fourth: The two hundred (200) issued and outstanding shares of \$1.00 par value common capital stock of the Merging Corporation, which represents all of the issued and outstanding stock of the Merging Corporation, shall be converted into and exchanged for two hundred (200) shares of common capital stock of Surviving Corporation. No fractional shares will be issued. No cash or shares or other securities or obligations will be distributed or issued upon cancellation of the shares of the Merging Corporation.

Each holder of a Certificate representing shares of Merging Corporation to be converted or exchanged in the merger shall surrender such Certificate and after the effective date shall be entitled to receive in exchange therefor a Certificate representing the number of shares of Surviving Corporation to which he is entitled under this Plan. Until so surrendered, each outstanding Certificate that prior to the effective date represented shares of the Merging Corporation shall be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.