

To: FL Dept. of State
Subject: 001448.74764

From: Katie Wensch

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M91123

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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To:

Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
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07 SEP 20 AM 9:19

001448.74764

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ALMA MERGER SUB., INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

9

Electronic Filing Menu

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Help

merger/cc(1a 9.21.07

To: FL Dept. of State
Subject: 001448 74764

From: Katie Wonsch

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September 20, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ALMA INTERNATIONAL, INC.
P.O. BOX 393
WASHINGTON, VA 22747US

SUBJECT: ALMA INTERNATIONAL, INC.
REF: M91123

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger should include 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.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 807A00055504

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TALLAHASSEE, FLORIDA

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)
Alma Merger Sub., Inc.	OK	1912153134

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Alma International, Inc.	FL	M91123

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 9/17/2007.

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 9/17/2007.

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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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 SEP 20 AM 9:19

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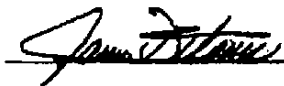
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

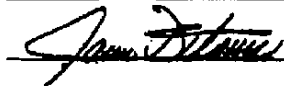
Typed or Printed Name of Individual & Title

Alma International, Inc.



James Ditanna Director

Alma Merger Sub., Inc.



James Ditanna Director

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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>
Alma Merger Sub., Inc.	OK

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Alma International, Inc.	FL
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

(Attach additional sheets if necessary)

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AGREEMENT OF MERGER
OF
ALMA INTERNATIONAL, INC., A FLORIDA CORPORATION
AND
ALMA MERGER SUB., INC., A OKLAHOMA CORPORATION

THIS AGREEMENT OF MERGER (the "Agreement") dated as of September 17, 2007 (the "Effective Date"), is made and entered into by and between *Alma International, Inc.*, a Florida Corporation ("*Alma Florida*"), and *Alma Merger Sub., Inc.*, a Oklahoma Corporation ("*Alma Oklahoma*"), which corporations are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, *Alma Florida* is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of 500,000,000 shares of capital stock, of which 480,000,000 shares are common stock, \$0.00001 par value per share (the "*Alma Florida Common Stock*"), of which 100,255,890 shares of *Alma Florida Common Stock* are issued and outstanding, and 20,000,000 shares are Preferred Stock, \$0.00001 par value per share (the "*Alma Florida Preferred Stock*"), of which no shares of *Alma Florida Preferred Stock* are issued and outstanding; and

WHEREAS, *Alma Oklahoma* is a corporation organized and existing under the laws of the State of Oklahoma and has an authorized capital of 500,000,000 shares of capital stock, of which 480,000,000 shares are common stock, \$0.00001 par value per share (the "*Alma Oklahoma Common Stock*"), of which no shares of *Alma Oklahoma Common Stock* are issued and outstanding, and 20,000,000 shares are Preferred Stock, \$0.00001 par value per share (the "*Alma Oklahoma Preferred Stock*"), of which no shares of *Alma Oklahoma Preferred Stock* are issued and outstanding; and

WHEREAS, the respective Boards of Directors of *Alma Florida* and *Alma Oklahoma* have determined that it is in the best interests of *Alma Florida* and *Alma Oklahoma*, and their respective shareholders, that *Alma Florida* merge with and into *Alma Oklahoma* (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are

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hereby acknowledged, the parties hereto agree that *Alma Florida* shall be merged into *Alma Oklahoma* upon the terms and conditions set forth.

ARTICLE I

MERGER

1.1 **MERGER.** On the Effective Date of the Merger as provided herein, *Alma Florida* shall be merged into *Alma Oklahoma*, the separate existence of *Alma Florida* shall cease, and *Alma Oklahoma* (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Alma Merger Sub., Inc., by virtue of, and shall be governed by, the laws of the State of Oklahoma.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 **ARTICLES OF INCORPORATION.** The name of the Surviving Corporation shall be "Alma Merger Sub., Inc." The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of *Alma Oklahoma* (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 **BYLAWS.** The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of *Alma Oklahoma* (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 **OFFICERS AND DIRECTORS.** Upon the Effective Date, the officers of *Alma Oklahoma* shall be the officers of the Surviving Corporation, and the members of the Board of Directors of *Alma Oklahoma* shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

ARTICLE III

EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 **CONVERSION OF SHARES.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of *Alma Florida Common Stock* or any shares of *Alma Oklahoma Common Stock*:

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(a) each share of *Alma Oklahoma Common Stock* owned by *Alma Florida* immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share of common stock of *Alma Florida* outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

ARTICLE IV

GENERAL

4.1 FURTHER ASSURANCES. Each of *Alma Florida* and *Alma Oklahoma* agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of *Alma Florida* and *Alma Oklahoma* and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of *Alma Florida* and *Alma Oklahoma* may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of *Alma Florida* and *Alma Oklahoma*. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Oklahoma, without giving effect to the principles of conflicts of laws thereof.

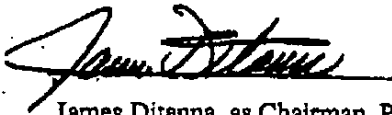
4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized and appointed Officers, all as of the day and year first above written.

ALMA MERGER SUB., INC. ("Alma Oklahoma")
a Oklahoma Corporation



James Ditanna, as Chairman, President,
Secretary and Sole Director

ALMA INTERNATIONAL, INC. ("Alma Florida")
a Florida Corporation



James Ditanna, as Chairman, President,
Secretary and Sole Director

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